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#### CORNETT, GOOGE & ASSOCIATES, P.A.

JANE L. CORNETT HOWARD E. GOOGE\* ROBERT G. RYDZEWSKI JR. DANIEL G. TADROWSKI SARAH NALL WORSHAM\*

CHARLES W. SINGER OF COUNSEL

LYNN D. SCHWARTZ, CLA

\*CERTIFIED CIVIL MEDIATOR

401 EAST OSCEOLA ST. FIRST FLOOR

RIVER OAK CENTER STUART, FLORIDA 34994

MAILING ADDRESS: POST OFFICE BOX 66 STUART, FL 34995-0066

(772) 286-2990 FAX (772) 286-2996

**VIA FEDEX** 

September 22, 2005

Secretary of State Division of Corporations Department of State 409 E. Gaines Street Tallahassee, Florida 32399

RE: TRINIDAD MUSIC STORE, INC.

To Whom It May Concern:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Trinidad Music Store, Inc. Also enclosed is this firm's check in the amount of \$78.75, which represents the following:

Certification \$ 8.75 Registered Agent Fee \$35.00 Filing Fee \$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be September 22, 2005.

Thank you for your assistance in this matter and should you have any questions, pleased on the health to give me a call.

Sincerely,

Howard E. Googe, Jr., Esq.

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Enclosures

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#### ARTICLES OF INCORPORATION

**OF** 

#### TRINIDAD MUSIC STORE, INC.

#### <u>ARTICLE I - NAME</u>

The name of this corporation is TRINIDAD MUSIC STORE, INC.

#### **ARTICLE II - DURATION**

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

#### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value stock. Alexically said stock may be payable in any manner authorized by law.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 East Osceola Street, Stuart, Florida, 34994 and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

NAME ADDRESS

Lorraine O'Connor 24 Fondes Amandes Road

St. Ann's, Trinidad, WI

Rosemary Hezekiah 94 La Horquette Road

Glencoe, Trinidad, WI

Jean Michel Gibert 32 Second Avenue

Cascade, Trinidad, WI

Elizabeth A. Salvatori 649 St. Lucie Crescent

Stuart, FL 34994

#### **ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these Articles are:

NAME ADDRESS

Howard E. Googe, Jr., Esq. 401 East Osceola Street Stuart, FL 34994

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE XI - NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove any Director

without cause from office during his term.

#### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

#### ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be September 22, 2005.

#### **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_\_\_day of September, 2005.

OWARD E. GOOGE, JR., ESQ.

STATE OF FLORIDA COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this \_\_\_\_\_\_ day of September, 2005, by HOWARD E. GOOGE, JR., ESQ. who [2] is personally known to me or who [3] has produced \_\_\_\_\_\_\_ as identification.

Notary Public, State of Florida

LYNN D. SCHWARTZ
MY COMMISSION # DD 465133
EXPIRES: October 14, 2009
Bonded Thru Notary Public Underwriters

## TO SA PE

### THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT FOR SERVICE OF PROCESS

for

#### TRINIDAD MUSIC STORE, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That TRINIDAD MUSIC STORE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Jr., Esq., 401 East Osceola Street, Stuart, Florida 34994, as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED

ÓWARD E. GOOGE, YR., ÆSC