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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MUSIC DEPOT, INC.

FAX AUDIT NUMBER: H95000000197

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 29, 1994

SCOTT B. RAMO, ESQ.
MONROE DIXON, P.A.
6410-B BIRU RD. (S.W. 40TH ST.)
MIAMI, FL 33155

The name **MUSIC DEPOT, INC.** has been reserved for 120 days beginning November 29, 1994. The reservation number is **R94000005825** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 855.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-8000, the Name Availability Section

Janice Love-Washington

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ARTICLES OF INCORPORATION

OF

MUSIC DEPOT, INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be MUSIC DEPOT, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights if said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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54 NW 11th Street
Miami, FL 33136

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III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of no par value.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be located at 12608 North Kendall Drive, Miami, Florida 33186.

VI

The Board of Directors of this corporation shall consist of not less than 1 and not more than 5 members.

VII

The names and addresses of the Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Law of Florida, hold office for the first of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

GLEN JOSEPH PERRY

12608 North Kendall Drive
Miami, Florida 33186

VIII

The registered agent and the registered office for this corporation are:

MONROE DIXON, ESQ.

6419-B Bird Road
Miami, Florida 33155

IX

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

GLEN JOSEPH PERRY

President and Secretary

X

The name and street address of the incorporator to this Articles of Incorporation is:

GLEN JOSEPH PERRY

12608 North Kendall Drive
Miami, Florida 33186

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XI

This corporation shall initially be governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MONROE DIXON

IN WITNESS WHEREOF, I as sole incorporator have hereunto made, subscribed and acknowledged these Articles of Incorporation.


GLEN JOSEPH PERRY

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STATE OF FLORIDA

COUNTY OF DADH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the County aforesaid to take acknowledgements, personally appeared **GLEN JOSEPH PERRY**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above named persons: personally known and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 4th day of January, 1995.

Linda Cochran
Notary Signature

Linda Cochran
Printed Notary Name

Personally known X or I. D. provided _____

Type of I.D. provided _____

My Commission Expires:



LINDA COCHRANE
State of Florida
My Comm. Exp. Dec. 25, 1995
Comm. # CG 170099

95 00197
P. 15