

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

000-142-0086

P95000003684



ACCOUNT NO. : 072100000032

REFERENCE : 524948 5535A

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 524948

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

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****122.50 ****122.50

DOMESTIC FILING

P95000003684

NAME: MUSICRAMA CORP

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

FILED
95 JAN 13 PM 1:53
TALLAHASSEE, FL 32310
CSO

95 JAN 13 PM 1:53
TALLAHASSEE, FL 32310
CSO

1-13-95
a2/A

ARTICLES OF INCORPORATION
OF
MUSICRAMA CORP.

FILED
95 JAN 13 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MUSICRAMA CORP. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME OF CORPORATION.

The name of the Corporation shall be: MUSICRAMA CORP.

ARTICLE II. COMMENCEMENT OF EXISTENCE.

The existence of the Corporation shall commence as of the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE III. DURATION OF EXISTENCE.

The duration of the Corporation shall be perpetual.

ARTICLE IV. CORPORATE PURPOSE.

The general purpose or purposes for which the Corporation is organized shall be to transact any and all lawful business for which a corporation may be incorporated pursuant to the Florida Business Corporation Act.

ARTICLE V. PRINCIPAL OFFICE.

The principal office of the Corporation shall be:

7223 N.W. 54th Street
Miami, Florida 33166

ARTICLE VI. AUTHORIZED SHARES.

The maximum number of shares that the Corporation shall be authorized to issue is ONE THOUSAND (1,000) shares of Common Stock

with a par value of One Dollar (\$1.00) per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of the Corporation shall be 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address shall be COBER CORPORATE AGENTS, INC., a Florida corporation.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

The corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the initial directors is:

<u>Name</u>	<u>Address</u>
BENJAMIN COLONOMOS	7223 N.W. 54th Street Miami, Florida 33166

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator is:

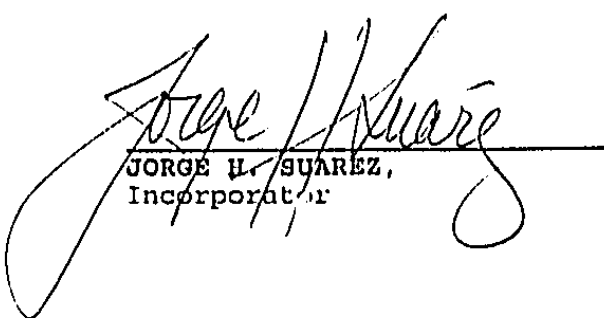
<u>Name</u>	<u>Address</u>
Jorge H. Suarez	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Dr. 19th Floor Miami, Florida 33133

ARTICLE X. INDEMNIFICATION.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal of such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The Corporation shall reimburse each such person for all costs and expenses, including attorneys' fees, reasonably incurred by such person in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person pursuant to the foregoing provision shall not exclude any other right to which such person may be lawfully entitled, nor shall anything pursuant to the foregoing provision contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for pursuant to these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of January, 1995.

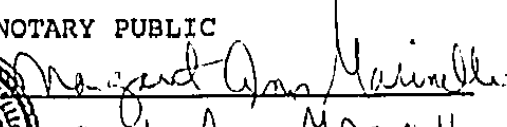

JORGE H. SUAREZ,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by JORGE H. SUAREZ, who is personally known to me and who has produced his Florida Driver's License as identification.

NOTARY PUBLIC




MARGARET ANN MARINELLI
Notary Public, State of Florida at Large
Commission Expires: 4/6/95

ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT

Having been designated as the registered agent for MUSICRAMA CORP., a Florida corporation (the "Corporation"), pursuant to the foregoing Articles of Incorporation, the undersigned, on behalf of COBER CORPORATE AGENTS, INC., a Florida corporation, agrees to accept service of process for the Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. The undersigned is familiar with and accept the obligations of the position of registered agent.

COBER CORPORATE AGENTS, INC.

By: 

Michael A. Berke,
Vice President

CT07603.JHS

FILED
95 JAN 13 PM 1:56
SECRET
TALLAHASSEE, FLORIDA