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ATTORNEY AT LAW

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RECEIVED
FEB 10 1995
TALLAHASSEE, FLORIDA

February 3, 1995

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

000001402228
-02/03/95--01097--017
***122.50 ***122.50

Re: Articles of Incorporation
LARGO SOUND AND MUSIC, INCORPORATED.

Dear Sir/Madam:

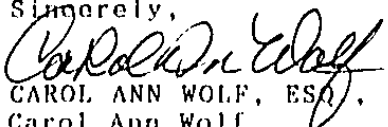
Enclosed please find Articles of Incorporation for LARGO SOUND AND MUSIC, INC. We have also enclosed our firm's check in the amount of \$122.50 to cover the costs of the following:

FILING FEE.....\$70.00
CERTIFIED COPIES OF ARTICLES OF INCORPORATION....\$52.50

We also enclose a self-addressed stamped envelope for the return of the documents.

We thank you for your attention to this matter and if you have any questions, please contact the undersigned.

Sincerely,


CAROL ANN WOLF, ESQ., P.A.
Carol Ann Wolf

ns

cc: LARGO SOUND AND MUSIC, INC.

W95-2679
2/4

ARTICLES OF INCORPORATION
OF
LARGO SOUND AND MUSIC, INCORPORATED

95 FEB -9
RECEIVED
FILED
MAR 1 1995
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE ONE
Name

The name of the corporation is Largo Sound and Music, Incorporated. The initial address of the Corporation shall be 87200 Overseas Highway, Unit C-4, Islamorada, Florida 33036.

ARTICLE TWO
Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE
Purpose or Purposes

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
Capitalization

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class and shall have a par value of Twelve Dollars (\$12.00) per share.

ARTICLE FIVE
Registered Office and Agent

The street address of the initial registered office of the corporation is 171 Hood Avenue, Suite 13, Tavernier, FL 33070, and the name of its initial registered agent at such address is Carol Ann Wolf.

ARTICLE SIX
Directors

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

STEPHEN TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036

MARIA TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036

ARTICLE SEVEN
Incorporators

The name and address of each incorporator is:

STEPHEN TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036

MARIA TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036

ARTICLE EIGHT
Sub Chapter S Qualification

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non resident alien.

ARTICLE NINE
Pre-Emptive Rights

When the board of directors so determine, any increase of the number of stock of the corporation shall first be offered, at par, pro rata to the stockholders who may desire to subscribe for such stock; and the increased common stock herein provided shall be offered pro rata to the common stockholders in relation to their then present holdings.

ARTICLE TEN
Purchase Option

No transfer of stock shall be valid, until ten (10) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten (10) days, the corporation shall have the option to buy, at the price accepted by seller, any shares of outstanding stock before

its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, any other existing shareholder shall have the option, for an additional ten (10) days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. If not exercised within this time, any sale to third persons shall be valid, so long as same does not violate any other provision herein.


ARTICLE ELEVEN Buy-Out Provision

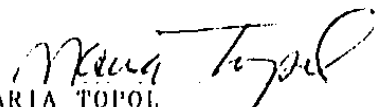
In the event of a death of a shareholder, then the surviving incorporators and initial principal shareholders or the surviving holders therefrom shall have the option of purchasing all outstanding shares of the corporation, owned by the deceased shareholder, for a period of 60 days. The purchase price in this event shall be 1% of the value at which the business is then insured, per share of stock. The initial incorporators further agree that each shall have the right to purchase life insurance on the other(s) in an amount equal to one half of the then insured value of the corporation, plus 50%. Each shareholder or subsequent holder of shares hereby agrees to cooperate fully in any and all such applications and any procedures required, including physical examinations to obtain issuance of such a policy of insurance.

ARTICLE TWELVE
Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

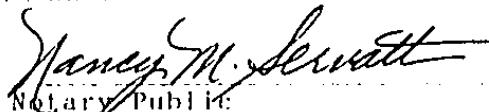
IN WITNESS WHEREOF for the purpose of forming this corporation and the laws of the State of Florida, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 3rd day of February, 1995.


STEPHEN TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036


MARIA TOPOL
87200 Overseas Highway, C-4
Islamorada, Florida 33036

STATE OF FLORIDA |
|SS
COUNTY OF MONROE |

The foregoing instrument was acknowledged before me this 3rd day of February, 1995, by STEPHEN TOPOL, (X) who is personally known to me, or () who has produced, as identification, _____, and who did take an oath.


Notary Public

Notary's Printed Name: _____
My Commission Expires: _____
Nancy M Servatt
STATE OF FLORIDA
My Comm Exp 3/4/95
BONDED

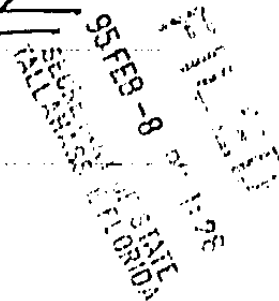
STATE OF FLORIDA |
|SS
COUNTY OF MONROE |

The foregoing instrument was acknowledged before me this

3rd day of February, 1995, by MARIA TOPOL, ~~X~~ who is personally known to me, or () who has produced, as identification, and who did take an oath.

Nancy M. Servatt
Notary Public

Notary's Printed Name:
My Commission Expires:



CONCURRENCE OF REGISTERED AGENT

I, Carol Ann Wolf, agree to act as Registered Agent for this Corporation, and to faithfully perform any and all acts required of a Corporate Registered Agent under the Laws of the State of Florida, as they now exist, and as same may be changed, from time to time.

DATED this 3rd day of February, 1995.

CAROL ANN WOLF, ESQ., P.A.

Carol Ann Wolf
Carol Ann Wolf
171 Hood Avenue, Suite 13
Tavernier, FL 33070
Tel. (305) 852-8310
Fax (305) 852-4155

This Instrument Prepared by:

Carol Ann Wolf, Esq. P.A.
171 Hood Avenue, Suite 13
Tavernier, FL 33070
Tel. (305) 852-8310
Fax: (305) 852-8310