

1. LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH MILLS AVENUE

ORLANDO, FLORIDA 32803

IVAN M. LEFKOWITZ¹
JEFFREY M. KOLTUN^{1,2}
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FACSIMILE (407) 488-1981

¹ BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
² ALSO ADMITTED IN OHIO AND KENTUCKY
ALSO ADMITTED IN MASSACHUSETTS

March 14, 1995

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314
Attn: Corporations Division

20100014315812
-03/16/95--01096-010
****122.50 ****122.50

Re: B & B Music Factory, Inc.
Effective Date: April 1, 1995

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to me.

Also enclosed is a Certificate of Designation designating the name and address of the agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, and the \$35.00 fee for designation of registered agent.

Please contact me if you have any questions or need additional information.

Sincerely,

Jeffrey M. Koltun

3/17/95

JKM:sa
Enclosures
cc: Mr. Brian D. Dostert

D

ARTICLES OF INCORPORATION
OF
B & B MUSIC FACTORY, INC.

4-1-95

ARTICLE I - NAME

The name of this corporation is B & B MUSIC FACTORY INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on April 1, 1995.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

JEFFREY M. KOLTUN

The street address of the corporate offices shall be:

1932 Howell Branch Road
Winter Park, Florida 32792

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
BRIAN D. DOSTERT	1932 Howell Branch Rd. Winter Park, Florida 32792	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
JEFFREY M. KOLTUN	430 North Mills Avenue Orlando, Florida 32803

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of March, 1995.


JEFFREY M. KOLTUN

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

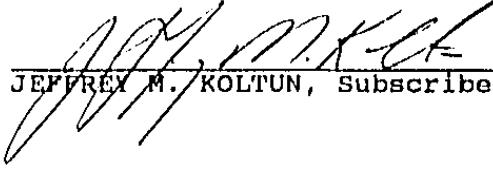
1. The name of the corporation is:

B & B MUSIC FACTORY, INC.

2. The name and address of the registered agent and office is:

JEFFREY M. KOLTUN
430 North Mills Avenue
Orlando, Florida 32803

Date: MARCH 14, 1995

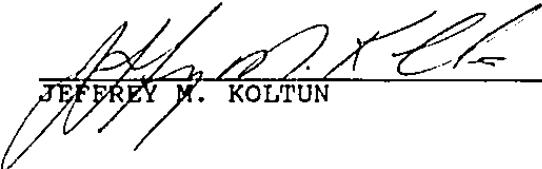


JEFFREY M. KOLTUN, Subscriber

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: MARCH 14, 1995



JEFFREY M. KOLTUN



Pg500002186b

June 9, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002231999--1
-07/07/97--01167--001
*****35.00 *****35.00

Enclosed is my article of dissolution for B & B Music Factory, Inc.
The filing fee of \$35.00 is also enclosed.

Thank you,


Brian Dostert
3009 Edgewater Dr.
Orlando, FL 32804
407/425-4501

APPROVED
AND
FILED

ST. 97-1167-7 PG 2 of 5

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM 100002186b
Pg500002186b
J. B. G.
7/1/97

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: B & B MUSIC FACTORY, INC.

SECOND: The date dissolution was authorized: APRIL 14, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 9th day of JUNE, 1997.

Signature

Brian Dostert

(By the Chairman or Vice Chairman of the Board, President, or other officer)

BRIAN D. DOSTERT

(Typed or printed name)

PRESIDENT

(Title)

STATE OF FLORIDA
DEPARTMENT OF
STATE OF FLORIDA
APPROVED
RECEIVED
APPROVED
RECEIVED

37-394-7-24-24
27-244-1-2-2