

TALLAHASSEE, FL 32301
904-222-9171
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T95000026490

ACCOUNT NO. : 072100000032

REFERENCE : 571463 80448A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 3, 1995

ORDER TIME : 2:54 PM

ORDER NO. : 571463

CUSTOMER NO: 80448A

CUSTOMER: Marshall H. Barkin, Esq
MARSHALL H. BARKIN, ESQ
PERSONAL ACCOUNT
Suite 710
149-p S. Ridgewood Avenue
Daytona Beach, FL 32114

ED0000144ES36
-04/04/95--01005--003
*****70.00 *****70.00

DOMESTIC FILING

NAME: MUSIC ETC, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN APR - 4 1995

FILED
95 APR - 3 PM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MUSIC ETC, INC.**

FILED
95 APR -3 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **MUSIC ETC, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

128 North Nova Road
Ormond Beach, FL 32174

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is One Hundred (100) shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Dr. Richard J. Martorano
128 North Nova Road
Ormond Beach, FL 32174

ARTICLE V - MANAGEMENT

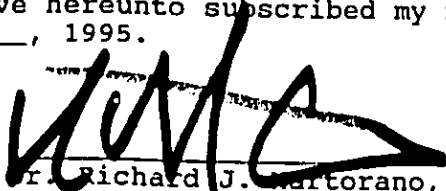
The business of the Corporation shall be managed by its shareholders.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Dr. Richard J. Martorano
128 North Nova Road
Ormond Beach, FL 32174

23 IN WITNESS WHEREOF, I have hereunto subscribed my name this
day of March, 1995.


Dr. Richard J. Martorano,
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 APR -3 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **MUSIC ETC, INC.**
2. The name and address of the registered agent and office is:

Dr. Richard J. Martorano
128 North Nova Road
Ormond Beach, FL 32174


Dr. Richard J. Martorano,
Incorporator

Date: 3/13/92

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.


Dr. Richard J. Martorano

Date: 3/23/92