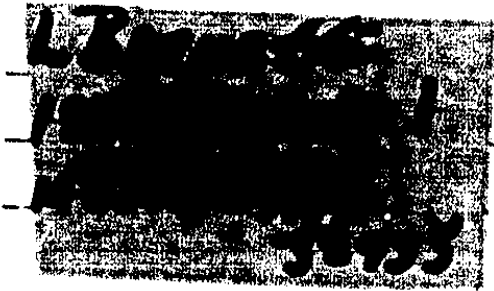


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OFFICE USE ONLY

STATE
CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____

☐ Certified Copy

Mail out

Will wait

Photocopy

☐ Certificate of Status

NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other

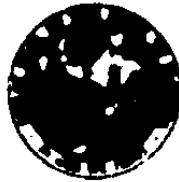
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Examiner's Initials

KAN

EFFECTIVE DATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1995

LEO BARNETTE
1243 NORTH U.S. HIGHWAY 1
MELBOURNE, FL 32935

SUBJECT: R.B.M., INC.
Ref. Number: W95000000107

We have received your document for R.B.M., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 995A00000192

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:28

~~R.B.M. INC.~~ ROCK BOTTOM MUSIC INC

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: ~~R.B.M. Inc.~~ ROCK BOTTOM MUSIC INC

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of this State.

To conduct a business that operates and sells, buys, or trades products and all other related items and services used and provided in a music store and pawn shop.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or survey company, a building and loan association, medical fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engaged in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any one time is:

50,000 shares of Common Stock with no par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principle office of this corporation in the State of Florida is:

1243-C North Harbor City Blvd., Melbourne, Florida 32935

725 South Wickham Rd. Unit 101 Melbourne FL 32904

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors of this corporation is:

Leo David Barnette
1243-C North Harbor City Blvd.
Melbourne, Florida 32935

(LDB)
125 S. Wickham Rd.
Unit G
W. Melbourne, FL.
32904

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 1243-C North Harbor City Blvd., Melbourne, Florida 32935 and the initial registered agent of said location shall be Leo David Barnette.

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of the these articles of incorporation is:

Leo David Barnette
1243-C North Harbor City Blvd.
Melbourne, Florida 32935

(LDB)
125 S. Wickham Rd.
Unit G
W. Melbourne, FL.
32904

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director of this corporation.

The stockholders, or two or more of them, may by agreement recorded in the minute book of this corporation impose such

restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or transaction between the corporation and one or more of its directors, or between the corporation and any firm or which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meetings of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such act, if the fact or such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which compensation shall be paid. Any director or of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which; he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be

liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter of controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 29 day of January, 1995.

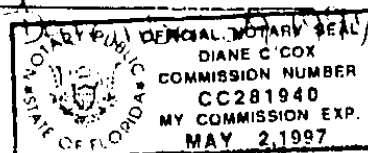
Leo David Barnette
Dec. 1994 exp

STATE OF FLORIDA
COUNTY OF Brevard

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Leo David Barnette to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above.

Diane C. Cox
Diane C. Cox



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

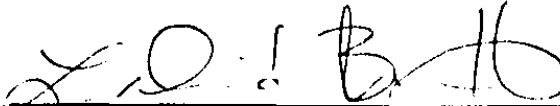
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CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THIS STATE.

Pursuant to Section 48.091 Florida Statutes, the following is
submitted:

That ~~R.B.M., Incorporated~~ ^{Rock Bottom Music, Inc.} desiring to organized under the laws
of the State of Florida with its registered office, as indicated in ^(X127)
the Articles of Incorporation, in the City of Jacksonville, ^{Melbourne}
Florida, County of Duval, State of Florida, has named Leo David
Barnette, as its agent to accept service of process with the State
of Florida.


Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept such appointment and agree to act in this capacity,
and agree to comply with the provisions of law relating to keeping
said office open.

