

99500005/373
TRANSMITTAL LETTER

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

800001527128
-06/20/95-01057--006
****122.50 ****122.50

SUBJECT: MUSIC FOR ALL OCCASIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ROBERT W. SCHACHNER
Name (printed or typed)
302-B LEWIS LANE
Address
DANIA, FL 33004
City, State & Zip
305-922-8020
Daytime Telephone number

7/3/95
TB

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION FOR
MUSIC FOR ALL OCCASIONS, INC.**

ARTICLE I: CORPORATE NAME

The name of this corporation is MUSIC FOR ALL OCCASIONS, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of conducting sales of audio products, as well as any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value stock, which shall be designated "common shares".

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is 302-B Lewis Lane, Dania, Florida 33004, and the name of the initial registered agent of this corporation is Robert W. Schachner. The principal place of business for this corporation is 302-B Lewis Lane, Dania, Florida 33004.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:

Victor Scudiery
Mountain Street
Highlands, New Jersey
07732

Klaus Kraemer
Muller-Muhle
83547 Wasserburg Inn
Germany

ARTICLE VIII: INCORPORATOR

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

Robert W. Schachner
302-B Lewis Lane
Dania, Florida 33004

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws be vested in the Board of Directors.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, 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 29 day of MAY, 1995.


Robert W. Schachner

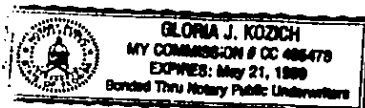
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Robert W. Schachner, known to me and known by me, to be the one who executed the foregoing Articles of Incorporation, indicating he was one and same who executed these Articles, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of May, 1995.


Notary Public, State of Florida

My Commission Expires:



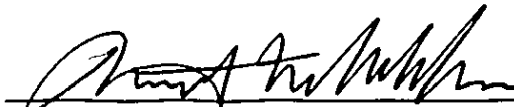
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

MUSIC FOR ALL OCCASIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Dania, County of Broward, State of Florida, has named Robert W. Schachner, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, as required by the Act.

A handwritten signature in dark ink, appearing to read 'Robert W. Schachner', is written over a horizontal line.

ROBERT W. SCHACHNER

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

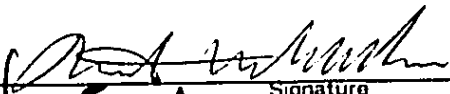
ROBERT W. SCHACHNER
302-B LEWIS LANE
DANIA, FL 33004


VICTOR SCUDIERY
MOUNTAIN STREET
HIGHLANDS, N.J. 07732


KLAUS KRAEMER
MULLER-MUHLE
ALTBABENSHAM
WASSERBURG/INN
83547 GERMANY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22nd day of JUNE, 19 95.



Signature


Signature


Signature

**Articles of Incorporation
Filing Fee - \$35**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 FOR ALL OCCASIONS, INC.

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

ROBERT W. SCHACHNER

(Name)

302-B LEWIS LANE

(P.O. Box not acceptable)

DANIA, FLORIDA 33004

(City/State/Zip)

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.


(Signature)

June 22, 1995

(Date)