

TRANSMITTAL LETTER

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

700001549807
-07/31/95--01092--003
*****78.75 *****78.75

SUBJECT: GUITARS PLUS, INC.
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Southwest professional Services of Fort Myers, Inc.
Name (printed or typed)

13611 McGregor Blvd. (Suite #3)
Address

Fort Myers, Fl 33919
City, State & Zip

813-481-4444
Daytime Telephone number

FILED
JUL 31 PM 9:31

AUG 2 1995 BSB

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

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

GUITARS PLUS, INC.

ARTICLE II PRINCIPAL OFFICE

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

1801 Brantley Rd
Apt 301
Fort Myers, Fl 33912

ARTICLE III SHARES

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

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Southwest Professional Services of Fort Myers, Inc
13611 McGregor Blvd
Fort Myers, Fl 33919

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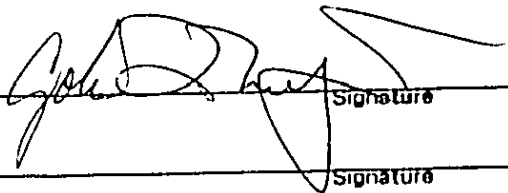
ARTICLE V INCORPORATOR(S)

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

Johnnathan L. Neely
1801 Brantley
Apt 301
Fort Myers, FL 33912

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

25 day of July, 1995.



Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

**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: GUITARS PLUS, INC.

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

SOUTHWEST PROFESSIONAL SERVICES OF FORT MYERS, INC.
(NAME)

13611 McGregor Blvd. (Suite #3)

(P.O. BOX NOT ACCEPTABLE)

FORT MYERS, FL 33919

(CITY/STATE/ZIP)

SIGNATURE [Signature]
(Corporate officer)

TITLE President

DATE 7/25/95

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.

Southwest Professional Services of
Fort Myers, Inc.
SIGNATURE [Signature]

DATE 7/25/95

REGISTERED AGENT FILING FEE: \$35.00

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JUL 27 1995
9:31