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LAW OFFICES
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FILED
MAR 20 AM 7:58
TALLAHASSEE, FLORIDA

March 18, 1996

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

RE: **CIPRIANI ENGINEERING, INC.**

Dear Sir or Madam:

900001750819
-03/20/96--01047--007
***122.50 ***122.50

Enclosed please find:

1. Articles of Incorporation on behalf of Cipriani Engineering, Inc. - a profit corporation.
2. A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

JEAN S. PERWIN

3/26/96

TB

JSP:alc
Enclosures

**ARTICLES OF INCORPORATION
OF
CIPRIANI ENGINEERING, INC.**

FILED
95 MAR 20 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **Cipriani Engineering, Inc.** and the principal address of the corporation is: 2117 Hollywood Blvd., Suite One, Hollywood, Florida 33020.

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon March 25, 1996.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is manufacture and sale of music products and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of common stock (1,000) par value \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 2117 Hollywood Blvd., Suite One, Hollywood, Florida 33020 and the name of its initial registered agent at such address is Tom Cipriani.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The names and address of the persons who shall serve on the initial board are:

Tom Cipriani
2117 Hollywood Blvd., Suite One
Hollywood, Florida 33020

Joseph Cipriani
10 Parkridge Court
Huntington, New York

ARTICLE VII - INCORPORATORS

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

Tom Cipriani
2117 Hollywood Blvd., Suite One
Hollywood, Florida 33020

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 14 day of March, 1996.


Tom Cipriani

STATE OF FLORIDA }
COUNTY OF ~~DADE~~ } SS.
BROWARD } KS

The foregoing was acknowledged before me this 14 day of March, 1996, by Tom Cipriani who is personally known to me or who has produced Florida Drivers License as identification and who did/did not take an oath.


NOTARY PUBLIC

NAME OF NOTARY: Karen L. Stolman

COMMISSION NO.: CC 402663



KAREN L. STOLMAN
My Commission 00488888
Expires Oct. 11, 1998
Bonded by ANB
A00-888-8878

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

THAT, **Cipriani Engineering, Inc.** desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at 2117 Hollywood Blvd., Suite One, Hollywood, Florida 33020 hereby appoints Tom Cipriani as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

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



Tom Cipriani

95 MAR 20 AM 7:59
SOCIETY OF STATE
TALLAHASSEE, FLORIDA

FILED