

P96000033628

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: Parker Planos, Inc.

9000001782108
-04/16/96--01066--017
*****78.75 *****78.75

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

\$78.75 - Filing Fee & Certificate

From:

John Parker
4222 US HWY 98 N.
Lakeland, FL 33809
941-853-4741

FILED
96 APR 15 AM 9:10
DIVISION OF STATE
TALLAHASSEE, FL

634/18/96

**ARTICLES OF INCORPORATION
of
PARKER PIANOS, INC.**

FILED
96 APR 15 AM 9:10
CLERK
OF THE
COURT

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article I

The name of the corporation is Parker Pianos, Inc.

Article II

The duration of this corporation shall be perpetual.

Article III

The general purpose for which this corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

Article IV

The aggregate numbers of shares which the corporation is authorized to issue is One Hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One and no/100 (\$1.00) Dollar.

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) natural persons.

Article V

Stock Transfers (corporations Right of First Refusal)

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offers shall be in writing, signed by the stockholder, shall be sent by registered mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

If a disagreement arises under provisions of this article, each party agrees that the procedure for settling any such disputes shall be that the party selling their shares or otherwise transferring their shares, shall have the right to appoint one (1) appraiser. The corporation shall have the right to appoint one (1) appraiser, and if the two appraisers fail to agree on a net asset value of the corporation, they shall together select a third appraiser and the majority vote of the three (3) appraisers as to be the net asset value binding both upon the corporation and upon the shareholder involved.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on terms set forth above, and this provisions shall be binding on the executor, administrator, or personal representative of each stockholder.

Each certificate issued by the corporation shall have printed thereon the following legends:
"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

Article VI

The initial street address of the corporation is 4222 U.S. Highway 98 North, Lakeland, Polk County, FL 33809. The mailing address is 4222 U.S. Highway 98 North, Lakeland, FL 33809.

Article VII

The street address of the initial registered office of the corporation is 4222 U.S. Highway 98 North, Lakeland, Polk County, FL 33809, and the initial registered agent at such address is John S. Parker.

Article VIII

The number of directors constituting the initial board of directors of the corporation is Two (2).

The names and addresses of the persons who are to serve as the members of the initial board of directors are John S. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813, and Mary P. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813.

They shall serve as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

Article IX

The initial officers of the corporation shall be:

John S. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813 - President/Treasurer

Mary P. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813 - Vice President/Secretary


Article X

The names and addresses of each incorporator are as follows:

John S. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813

Mary P. Parker, 4409 Selkirk Lane West, Lakeland, FL 33813

Executed by the undersigned at Lakeland, FL,
This 5 day of April, 1996


John S. Parker


Mary P. Parker

**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 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.

First, that Parker Planos, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Lakeland, County of Polk, State of Florida, has named John S. Parker, Located at 4222 U.S. Highway 98 North, Lakeland, FL 33809 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 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.

John S. Parker, *per me* Agent 4/5/76
John S. Parker Date:

95 APR 15 10 51 AM '76
FBI - LAKELAND