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## networks:

PRINCETON HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 977924 80448A

**AUTHORIZATION :**

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1996

ORDER TIME : 5:22 PM

ORDER NO. : 97792-1

CUSTOMER NO: 80448A

CUSTOMER: Marshall H. Barkin, Esq  
MARSHALL H. BARKIN, ESQ  
PERSONAL ACCOUNT  
Suite 710  
149-p S. Ridgewood Avenue  
Daytona Beach, FL 32114

000001853030  
-06/06/96--01024--005  
\*\*\*70.00 \*\*\*70.00

DOMESTIC FILING

NAME: PLAY IT AGAIN SAM'S  
PIANO'S & ORGAN'S, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
           CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
MINNESOTA CORPORATIONS  
95 JUL -6 AM 9:43

6/6/9

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -6 AM 9:43

**ARTICLES OF INCORPORATION**

**OF**

**PLAY IT AGAIN SAM'S PIANOS & ORGANS, INC.**

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

**ARTICLE I - NAME**

The name of the corporation shall be: **PLAY IT AGAIN SAM'S PIANOS & ORGANS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

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

1546 Poplar Drive  
Ormond Beach, FL 32174

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is One Hundred (100) shares, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

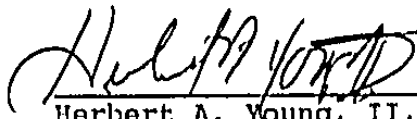
Herbert A. Young, II  
1546 Poplar Drive  
Ormond Beach, FL 32174

**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator is:

Herbert A. Young, II  
1546 Poplar Drive  
Ormond Beach, FL 32174

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
22nd day of May, 1996.

A handwritten signature in cursive script, appearing to read 'Herbert A. Young, II', written over a horizontal line.

Herbert A. Young, II, Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -6 AM 9:43

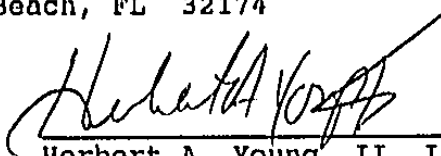
CERTIFICATE OF DESIGNATION

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: **PLAY IT AGAIN SAM'S PIANOS & ORGANS, INC.**
2. The name and address of the registered agent and office is:

Herbert A. Young, II  
1546 Poplar Drive  
Ormond Beach, FL 32174



Herbert A. Young, II, Incorporator

Date: May 22, 1996

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.



Herbert A. Young, II

Date: May 22, 1996