

P96000048539

1007 S. Ponce de Leon Blvd., M-116
St. Augustine, Florida 32086

June 3, 1996

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

800001849558
-06/04/96--01056--016
****122.50 ****122.50

Re: Wilson Music, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation and a money order
for \$122.50 to cover your fees. Thank you for your assistance.

Sincerely,

Wilson Galion

Wilson Galion

JUN 7 1996

BSB

FILED
96 JUN -4 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILSON MUSIC, INC.

FILED
96 JUN -4 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is : Wilson Music, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To conduct a business that sells, buys, or trades musical instruments, papers, records and all other related items and services used in the musical field.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or survey company, a building and loan association, medical fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engaged in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge

or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

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

50,000 shares of Common Stock with no par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principle office of this corporation in the State of Florida is:

1007 S. Ponce de Leon Blvd., Suite M-116, St. Augustine, FL 32086

ARTICLE VII. DIRECTORS

This corporation shall have one director 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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors of this corporation is:

Wilson Galion
1007 S. Ponce de Leon Blvd., Suite M-116
St. Augustine, Florida 32086

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 1007 S. Ponce de Leon Blvd., Suite M-116 St. Augustine, Florida 32086 and the initial registered agent of said location shall be Wilson Galion.

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of the these articles of incorporation is:

Wilson Galion
1007 S. Ponce de Leon Blvd., Suite M-116
St. Augustine, Florida 32086

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director of this corporation.

The stockholders, or two or more of them, may by agreement recorded in the minute book of this corporation impose such

restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or transaction between the corporation and one or more of its directors, or between the corporation and any firm or which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meetings of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such act, if the fact or such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which compensation shall be paid. Any director or of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which; he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be

liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter of controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 2nd day of June, 1996.

Wilson Galion

STATE OF FLORIDA
COUNTY OF St. Johns

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Wilson Galion to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above.

Linda Sue Patterson



LINDA SUE PATTERSON
COMMISSION # CC 416533
EXPIRES OCT 23, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

6:01 PM
96 JUN -4 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THIS STATE.**

Pursuant to Section 48.091 Florida Statutes, the following is
submitted:

That Wilson Music, Inc. desiring to organized under the laws
of the State of Florida with its registered office, as indicated in
the Articles of Incorporation, in the City of St. Augustine,
Florida, County of St. Johns, State of Florida, has named Wilson
Galion, as its agent to accept service of process with the State of
Florida.

Wilson Galion
Incorporator

ACKNOWLEDGEMENT

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

Wilson Galion