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JOHNSON MUSIC COMPANY  
9119 MERRILL ROAD  
JACKSONVILLE, FLORIDA 32211

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -8 AM 9:38

June 26, 1996

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

7000001885287  
-07/05/96--01068--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Johnson Music Company  
9119 Merrill Road, Suite 21  
Jacksonville, Florida 32211

Enclosed is an original and one copy of the Articles of  
Incorporation for Johnson Music Company.

A check in the amount of \$70.00 is enclosed to cover the filing fee.

Sincerely,

  
Neil Johnson, Jr

50  
7/9

ARTICLES OF INCORPORATION  
OF  
JOHNSON MUSIC COMPANY

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

Section 1.1 Name. The name of the corporation is **Johnson Music Company**

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is **9119 Merrill Road, Jacksonville, Florida 32211.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is **5,000** shares of common stock having a par value of **one dollar (\$1.00)** per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholder may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Initial Registered Office; Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is **9119 Merrill Road, Suite 21, Jacksonville, Florida 32211.**

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Neil Johnson.

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CORPORATIONS  
JUL 11 - 8 AM '98

## ARTICLE VI

### Directors

Section 6.1. Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The names and mailing addresses of the members of the first board of directors of the corporation are:

**Neil Johnson, Jr., 4529 Charles Bennett Drive, Jacksonville, Florida 32225**  
**Neil Johnson, III, 2141 Dunesway Drive West, Jacksonville, Florida 32225**

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provided that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE VIII

### Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

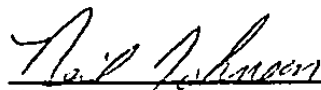
**Mr. Neil Johnson, 4529 Charles Bennett Drive, Jacksonville, Florida 32225.**

## ARTICLE IX

### Amendment

Section 9.1. Amendment. This corporation reserves that right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 2 day of July, 1996.

  
\_\_\_\_\_  
Neil Johnson

CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND RESIDENT AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

SECRET FILED STATE  
DIVISION OF CORPORATIONS  
96 JUL -8 AM 9:38

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

Johnson Music Company, desiring to organize or qualify under the laws of the State of Florida, hereby designates Neil Johnson as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 9119 Merrill Road, Jacksonville, Florida 32211.

JOHNSON MUSIC COMPANY

By Neil Johnson  
Neil Johnson, Incorporator

Date 7/2/96

Having been named to accept service of acceptance for the above stated corporation, at the place designed in this certified, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes 607.0505 and other relative to the proper and complete performance of my duties.

Neil Johnson  
Neil Johnson

Date: 7/2/96