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LEIBY FERENCIK LIBANOFF AND BRANDT

PROFESSIONAL ASSOCIATION

FILED

LARRY R. LEIBY
ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
STEVEN M. RUBERTONE
ALEXANDER J. WILLIAMS, JR.
NESTOR BUSTAMANTE, III
ARTHUR L. BERGER
DAVID J. VALDERRA
ADAM C. LINKHORST
DAVID B. ISRAEL

ATTORNEYS AT LAW 96 JUL 15 PM 3:40
WESTSIDE CORPORATE CENTER
PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FL 33324

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DADE (305) 848-8000
UNION (954) 474-8080

FAX (954) 474-7343

July 12, 1996

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

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RE: Articles of Incorporation for PEARLTONE MUSIC, INC.

Gentlemen:

Enclosed herewith are original and one copy of Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$122.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Sincerely,


STEVEN M. RUBERTONE

SMR:mb
Enclosure

PH
7/17/96

ARTICLES OF INCORPORATION
OF
PEARLTONE MUSIC, INC.

FILED
96 JUL 15 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name and mailing address of this Corporation shall be:

Pearlton Music, Inc.
3725 Kings Way
Boca Raton, FL 33434

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

Steven M. Rubertone, Esq.

and the registered post office address is:

150 S. Pine Island Road
Suite 400
Ft. Lauderdale, FL 33324

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.



Steven M. Rubertone, Esq.

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than 1 Director(s) at any time.

ARTICLE VI
INITIAL DIRECTORS

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

Steven M. Rubertone, Esq.
150 S. Pine Island Road
Suite 400
Ft. Lauderdale, FL 33324

Dr. Jeffrey R. Perelman
7301 Palmetto Park Rd W.
Suite 101 B
Boca Raton, FL 33433

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

Steven M. Rubertone, Esq.
150 S. Pine Island Road
Suite 400
Ft. Lauderdale, FL 33324

Dr. Jeffrey R. Perelman
7301 Palmetto Park Rd W.
Boca Raton, FL 33433

ARTICLE VIII

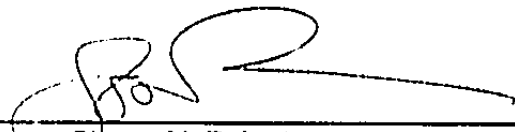
COMMENCEMENT

FILED

Corporate existence will commence upon issuance of the Certificate of Incorporation.

96 JUL 15 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



Steven M. Rubertone



Jeffrey R. Perelman