ARTICLES OF INCORPORATION

OF

BLACKBIRD MUSIC, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby makes, subscribes and acknowledges these Articles of Incorporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation is **BLACKBIRD MUSIC, INC.**

ARTICLE II

The nature of the business and the objects and purposes proposed to be transacted by the corporation are:

1. To purchase, sell, rent and otherwise deal, at wholesale or retail, in musical instruments of all kinds, and any and all other kinds of merchandise of any kind or nature.

2. To engage in the business of repairing musical instruments, whether electronic or natural and engaging in any and all activities connected with the operation of the business.

3. To engage in the business of repairing electronic music instruments and other electronic equipment and all other activities connected with the operation of such business.

4. This corporation shall have all the powers, general or specific, specified, granted to or conferred upon corporations for profit under the provisions of Chapter 607, Florida Statutes, and

all of the laws which are amendatory and supplementary to such law. The enumeration of specific powers herein shall in no way limit or restrict this corporation in the exercise of such powers.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at one time is 25,000 shares of common stock, having a par value of $1.00 per share.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The address of the principal office of the corporation is 4066 Amber Road, Valrico, FL 33594. The street address of the initial registered office is 4066 Amber Road, Valrico, FL 33594, and the name of the initial registered agent at such address is GEORGE F. FELTS.

ARTICLE VI

The name and post office address of the subscriber to these Articles of Incorporation is GEORGE F. FELTS, 4066 Amber Road, Valrico, FL 33594.

ARTICLE VII

This corporation shall not have directors nor a Board of Directors but shall be managed by the stockholders of the corporation in the manner provided by Chapter 607, Florida Statutes.
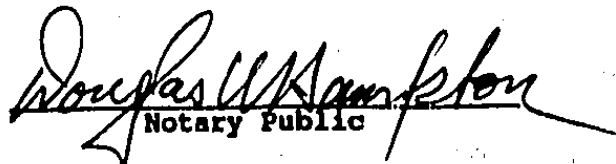
ARTICLE VIII

IN WITNESS WHEREOF, the undersigned incorporator has subscribed and acknowledged these Articles of Incorporation this 2nd day of _August_, 1996.

GEORGE F. FELTS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by GEORGE F. FELTS who has produced a Florida Drivers License as identification and who did not take an oath this 2nd day of _August_, 1996.

Notary Public

My commission expires:

Notary Public, State of Florida
DOUGLAS W. HAMPTON
My Comm. Exp. Mar. 28, 1998
Comm. No. CC 358992

ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for BLACKBIRD MUSIC, INC.

GEORGE F. FELTS

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