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August 8, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Stainless Music Inc.

To Whom It May Concern:

Enclosed please find the appropriate Articles of Incorporation documents to be filed on behalf of Stainless Music Inc. We enclose an original and one copy as per your instructions. Additionally, we have enclosed a check totaling \$122.50 to cover fees for filing, registered agent appointment, and for certified copies.

Please return the certified copy to us. Should anything be in error, please do not hesitate to contact us immediately.

Charles Reynolds GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Articles IX + VII  
DATE 8-14-96  
DOC. EXAM JA

Sincerely,

BUTLER, BURNETTE & PAPPAS

Charles E. Reynolds, II  
Charles E. Reynolds, II

CER/lat  
Enclosures

Doc:LAT/148280

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FILED  
96 AUG -9 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JA  
8-14-96

**ARTICLES OF INCORPORATION  
OF  
STAINLESS MUSIC INC.**

FILED  
96 AUG -3 PM 1:00  
RECEIVED  
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Principal Office**

The name of the corporation shall be STAINLESS MUSIC INC. The principal office and mailing address for the corporation shall be 12800 Indian Rocks Road, Suite 3, Largo, Florida 34644.

**ARTICLE II**

**Term of Existence**

This corporation shall have perpetual existence, commencing from the date of filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE III**

**Purpose**

The general purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

## **ARTICLE IV**

### **Powers**

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees in accordance with Section 607.0833, Florida Statutes;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and dealing in and with, shares or other interests in, or obligations of, other domestic and foreign corporations, associations, partnerships, or individuals, or

direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers, employees and agents of the corporation and define their duties and fix their compensation, and lend them money and credit;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effects its purpose.

## **ARTICLE V**

### **Capital Stock**

This corporation is authorized to issue one thousand (1,000) shares of common voting stock having a par value of ten cents (\$.10) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

#### **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### **Control-Share Acquisitions**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

### **ARTICLE VI**

#### **Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 12800 Indian Rocks Road, Suite 3, Largo, Florida 34644, and the name of its initial registered agent at such address shall be Sean J. Marra.

This corporation may change its registered office or its registered agent or both by filing with the Department of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VII**

### **Directors**

This corporation shall initially have / director(s). The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

## **ARTICLE VIII**

### **Initial Directors**

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

1. Sean J. Marra      12800 Indian Rocks Road, Suite 3, Largo, Florida 34644

## **ARTICLE IX**

### **Incorporator**

The name and street address of the incorporator of this corporation shall be  
Sean J. Marra      12800 Indian Rocks Road, Suite 3, Largo, Florida 34644.

## **ARTICLE X**

### **Transactions with Corporations**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way

be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in any other corporation, or is a director or officer of any other corporation. Any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

## **ARTICLE XI**

### **Bylaws**

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or



conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XII

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>ST</sup> day of AUGUST, 1996



SEAN J. MARRA, Incorporator

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR SERVICE OR PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

96 AUG 9 PM 1:09  
FILED  
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.0601, the following is submitted:

That STAINLESS MUSIC INC., desiring to organize under the laws of State of Florida, has named Sean J. Marra as its registered agent to accept service of process within the State of Florida.

DATED this 1<sup>st</sup> day of AUGUST, 1996.

By: 

SEAN J. MARRA  
Its Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 1<sup>st</sup> day of AUGUST, 1996.



SEAN J. MARRA  
Registered Agent