

P910000087354

LAW OFFICES

PAUL M. BLOOMGARDEN, P. A.

SUITE 100A

8551 WEST SUNRISE BOULEVARD

FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR
SETH KIMMEL

(954) 370-2322
FAX (954) 370-2311

October 17, 1996

Secretary of State
Corporate Division
P.O. Box 6327
The Capitol
Tallahassee, Florida 32314

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-10/22/96--01045--005
****122.50 ****122.50

Re: J.C. Musical Trading, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Fredda Fierro

Fredda Fierro, Secretary to
Paul M. Bloomgarden

PMB:ff
Enc.
cc: Mr. Strom

96 OCT 21 PM 12:42
RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION

gg 10/23/96

ARTICLES OF INCORPORATION
OF

J. C. MUSICAL TRADING, INC.

FILED
STATE
95 OCT 21 1912:42

ARTICLE I - NAME

The name of this Corporation is J. C. MUSICAL TRADING, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To export from and import into the United States, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign to the United States, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

1001 W. Newport Center, #111
Deerfield Beach, FL 33442

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two 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. The names and addresses of the initial directors of this Corporation are:

Steven Strom
1001 W. Newport Center, #111
Deerfield Beach, FL 33442

and

Albert Gozlan
1001 W. Newport Center, #111
Deerfield Beach, FL 33442

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Fredda Fierro
8551 W. Sunrise Blvd., #100A
Ft. Lauderdale, FL 33322

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

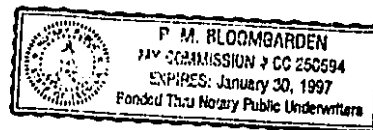
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 17th day of October, 1996.

Fredda Fierro
FREDDA FIERRO, Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 17th day of October, 1996 by FREDDA FIERRO who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.

[Signature]
Notary Public



DESIGNATION OF REGISTERED AGENT

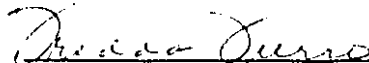
FOR

J. C. MUSICAL TRADING, INC.

FILED
STATE
95 OCT 17 1996
FBI/DOJ

In compliance with Section 48.091, Florida Statutes, J. C. MUSICAL TRADING, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names PAUL M. BLOOMGARDEN located at Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: October 17, 1996


FREDDA FIERRO, 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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 17, 1996



PAUL M. BLOOMGARDEN, Registered Agent