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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Zalles Music, Inc.
(Corporation Name)

(Document #)

SECRET
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CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

B. REGISTER OCT 28 1996

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZALLES MUSIC, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ZALLES MUSIC, INC.

ARTICLE II

The street address of the principal office of the Corporation is:

4400 North Federal Highway, Suite 210
Boca Raton, Florida 33431

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is One Thousand, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each authorized share is: \$1.00.

ARTICLE IV

The initial street address of the Corporation's registered office is:

4400 North Federal Highway, Suite 210
Boca Raton, Florida 33431

The initial registered agent for the Corporation at that address is:

ROGER C. SIMS.

ARTICLE V

The initial board of directors shall consist of ONE (1) member. The name and address of the person who will serve on the initial board

of directors is:

Name
CRISTIAN A. BAND

Address
c/o Zalles Music, Inc.
Suite 210
4400 North Federal Highway
Boca Raton, Florida 33431

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name
ROGER C. SIMS

Address
Suite 210
4400 North Federal Highway
Boca Raton, Florida 33431

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of October, 1996.

Roger C. Sims
ROGER C. SIMS,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ZALLES MUSIC, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Roger C. Sims
ROGER C. SIMS

Date: October 25, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA