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George E. Loomis
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Pensacola, Florida 32501

December 4, 1996

Florida Division of Corporations
ATTN: New Filings
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

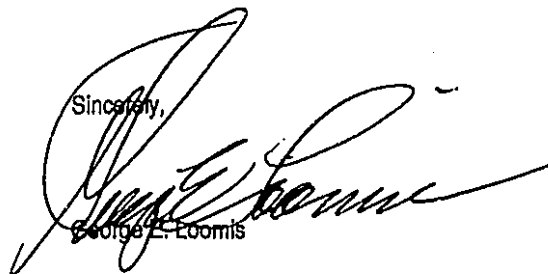
Re: Schmidt's Music, Inc.

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter.

Sincerely,



George E. Loomis

GEL/gi
Enclosures
cc: Mr. David H. Schmidt

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
SCHMIDT'S MUSIC, INC.**

**ARTICLE I.
NAME**

The name of the corporation shall be: **Schmidt's Music, Inc.**

**ARTICLE II.
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence on the filing of these articles with the Florida Department of State, Division of Corporations.

**ARTICLE III.
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.
CAPITAL STOCK**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 105 North Palafox Street, Pensacola, Florida 32501. The street address of the initial register office of the corporation is 105 North Palafox Street, Pensacola, Florida 32501, and the initial registered agent at such address is David H. Schmidt.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

**ARTICLE VII.
INCORPORATOR**

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DIVISION OF CORPORATIONS

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The names and addresses of the incorporator is:

Name

Address

David H. Schmidt

105 North Palafox Street
Pensacola, FL 32501

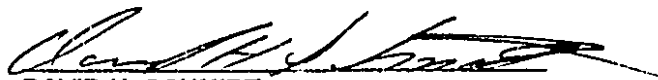
**ARTICLE VIII.
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX.
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

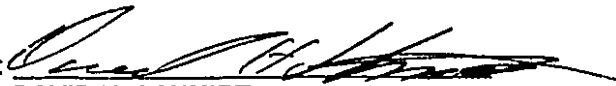
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 4th day of December, 1996.


DAVID H. SCHMIDT

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of December, 1996.

By: 
DAVID H. SCHMIDT