

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

December 19, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/27/96--01017--013
*****70.00 *****70.00

RE: FOLK'S MUSIC, INC.
P33513POFOMOF

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for FOLK'S MUSIC, INC.

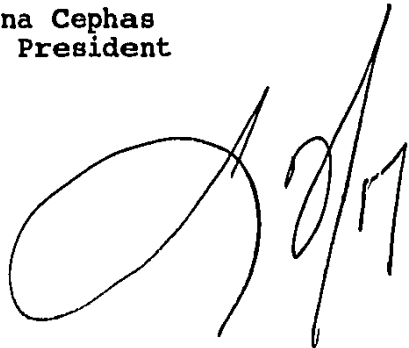
Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas
Regina Cephas
Vice President

enc.



R.A. accepted
W.R. 27310
R.A. Since add
Spec R.A. pan

FILED
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TALLAHASSEE FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1996

THE COMPANY CORPORATION
% REGINA CEPHAS
1313 MARKET ST.
WILMINGTON, DE 19801-1151

SUBJECT: FOLK'S MUSIC, INC,
Ref. Number: W96000027310

We have received your document for FOLK'S MUSIC, INC, and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 396A00057874



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

January 10, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FOLK'S MUSIC, INC.
P33513POFOMOF

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for FOLK'S MUSIC, INC. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephias

Regina Cephias
Director Corporate Filings

enc.



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

February 12, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FOLK'S MUSIC, INC.
P33513POFOMOF

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for FOLK'S MUSIC, INC. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas
Director Corporate Filings

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

THE COMPANY CORPORATION
% REGINA CEPHAS
1313 MARKET ST.
WILMINGTON, DE 19801-1151

SUBJECT: FOLK'S MUSIC, INC,
Ref. Number: W96000027310

We have received your document for FOLK'S MUSIC, INC, . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

PLEASE CHECK THE SPELLING OF THE REGISTERED AGENT LAST NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 297A00001942

ARTICLES OF INCORPORATION
OF
FOLK'S MUSIC, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be FOLK'S MUSIC, INC.
- SECOND: The address of the initial registered office of the corporation is 138 Bushnell Plaza, Suite 103, Bushnell, FL 33513. The name of the agent at said address is Mark-Jonathan Moffitt.
- THIRD: The principal address of the corporation is 4384 Highway 301 S., Bushnell, FL 33513.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:
- Mark-Jonathan Moffitt, 4384 Highway 301 S., Bushnell, FL 33513
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Alison Kochie - 1313 N. Market St., Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 17th day of December, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day of February, 1997 by Alison Kochie


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Alison Kochie, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this FOLK'S MUSIC, INC
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Bushnell, State of
Florida, has named Mark - Jonathan Moffitt located at
138 Bushnell Plaza Suite 103
Bushnell, Fl. 33513 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
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.

S. Moffitt
Dec. 9, 1996
Date

SECRETARY OF STATE
ALLAHUSSEIN F. ALI
FLORIDA

97 FEB 14 AM 11:20

FILED