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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

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NAME: PACARD MUSICAL EQUIPMENT, INC.

AUDIT NUMBER.....H97000005257

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
PACKARD MUSICAL EQUIPMENT, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Packard Musical Equipment, Inc. and the initial address of this corporation shall be 11117 W Okeechobee Rd, Unite 122A, Hialeah, Fla 33018

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

The capital stock authorized, the par value of thereof, and the characteristics of such stock shall be as follows:

Number of share Authorized	Par Value Per Share	Class of Stock
100	No Par	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

The Initial registered office of this corporation shall be at 11117 W Okeechobee Rd, Unite 122A, Fla 33018 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Rita Jimenez.

Prepared by: Rita Jimenez
11117 W Okeechobee Rd
Unit 122A
Hialeah, Fl 33018
(305) 710-3089

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ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the director of the corporation who shall hold office for the first year or until her successor is duly executed and qualified shall be:

Director	Ownership
Rita Jimenez 11117 W Okeechobee Rd Unit 122A Hialeah, Fla 33018	100%

ARTICLE VIII

The name and address of the Incorporator is Rita Jimenez, 11117 W Okeechobee Rd, Hialeah Fla 33018

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director 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 or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, 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 a director or officer or such other corporation, or not so interested.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 31th day of March 1997.


Rita Jimenez

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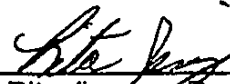
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, That Packard Musical Equipment, Inc., desiring to organize under the laws of the State of Florida, has named Rita Jimenez 11117 W Okeechobee Rd, Unit 122A, Hialeah Florida, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.323 F.S.



Rita Jimenez, Registered Agent

Dated This 31th day of March 1997

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