

**SMITH  
SAUER  
& DEMARIA**

**ATTORNEYS AT LAW**

**G. Thomas Smith  
Board Certified  
Real Estate Attorney**

May 14, 1997

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Santa Rosa Sound, Inc.

800002181378--9  
-05/16/97--01071--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation along with a check for the filing fee of \$70.00.

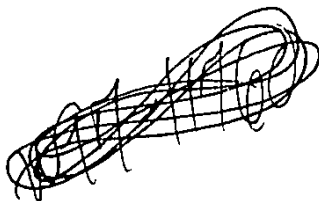
Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,

  
Jan C. Cribbs

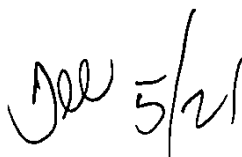
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DIVISION OF CORPORATIONS  
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Enclosures





ARTICLES OF INCORPORATION  
OF  
SANTA ROSA SOUND, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is SANTA ROSA SOUND, INC.

**ARTICLE II-DURATION**

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

**ARTICLE III-PURPOSE**

The general purposes for which the corporation is organized are:

(1) To conduct all types of retail sales including but not limited to of musical instruments and related products.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

**ARTICLE IV-CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

**ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 501 E. Zaragoza Street, Pensacola, Florida 32501. The name of the initial registered agent for the corporation at that address is Jeffrey T. Sauer. The principal office of the corporation shall be 6377 Highway 90 West, Milton, Florida 32570.

#### ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Jeffrey T. Sauer  
501 E. Zaragoza Street  
Pensacola, Florida 32501

#### ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

Jeffrey T. Sauer  
501 E. Zaragoza Street  
Pensacola, Florida 32501

#### ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation 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 to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of May, 1997.

  
\_\_\_\_\_  
Jeffrey T. Sauer

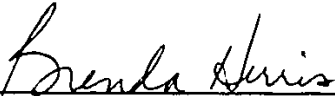
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Jeffrey T.

Sauer, who (X) is personally known to me or who ( ) produced a \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the said instrument for the uses and purposes set forth therein.


WITNESS my hand and official seal in the County, and State last aforesaid this 14th day of May, 1997.

**BRENDA HERRIS**  
"Notary Public-State of Florida"  
My Commission Expires June 16, 1997  
CC295053

  
Printed Name: BRENDA HERRIS  
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of SANTA ROSA SOUND, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325 of the Florida Statutes.

  
Jeffrey T. Sauer

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