

P97000051287



FILED

South Florida Electronic Services, Inc.
734 N.W. 141st Street
Miami, Florida 33148
(305) 681-0039

97 JUN -9 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500010221014105--4
-06/09/97-01104--019
*****78.75 *****78.75

State of Florida
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: New corporation

Gentlemen:

Enclosed are the Articles of Incorporation for:

GODFREY'S SCHOOL OF MUSIC, INC.

A check in the amount of \$78.75 is enclosed for:

1. Filing fees
2. Resident Agent Registration
3. Certificate of Status

Please process. If you have any questions, please do not hesitate to phone.

Sincerely yours,

Beverly L. Abner

Beverly L. Abner
Managing Agent

BLA:ba
Enclosures

7N6-10-97

FILED
97 JUN -9 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Godfrey's School of Music, Inc.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE I

NAME

The name of the corporation is:

Godfrey's School of Music, Inc.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. Its existence shall be perpetual.

ARTICLE III

PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act. The principal business activity shall be music instruction.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is 500 shares. No Par Value.

ARTICLE V

PREEMPTIVE RIGHTS

Each Stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI MANAGEMENT

This corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the Officers of the Corporation.

ARTICLE VII SPECIAL STOCKHOLDERS MEETINGS- CALL

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

ARTICLE VIII STOCKHOLDERS RIGHTS & RESERVATION OF POWER TO ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter or amend and repeal the by-laws of the corporation shall be reserved to the Stockholders of the corporation.

ARTICLE IX STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent via Registered or Certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation

for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE X

REGISTERED AGENT REGISTERED OFFICE

The street address of the initial principal- registered office of the corporation is
13890 Northeast 3rd Court Apt 219
Miami, Florida 33161

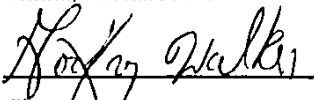
The name and mailing address of the Registered Agent is:
Godfrey Walker
13890 Northeast 3rd Court Apt-219
Miami, Florida 33161

ARTICLE XI

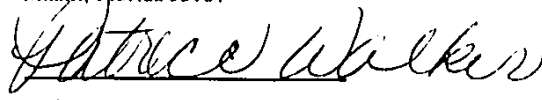
INCORPORATORS

The name and address of the incorporators:

Godfrey Walker
13890 Northeast 3rd Court Apt-219
Miami, Florida 33161


Signature

Patrice Walker
13890 Northeast 3rd Court Apt-219
Miami, Florida 33161


Signature

STATE OF FLORIDA

COUNTY OF DADE

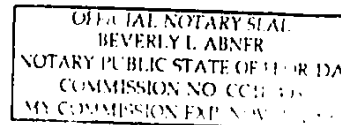
Before me, the undersigned authority, on this 15th day of May, 1997
personally appeared Godfrey Walker and Patrice Walker, to me known to be the persons described in and
who signed the foregoing Articles of Incorporation and they acknowledged to me that that they executed
the same freely and voluntarily for the uses and purposes expressed therein.

Witness my hand and official seal the day and year first above written.

My commission expires:

Beverly L. Abner
Beverly L. Abner

Notary Public, State of Florida



CERTIFICATE OF DESIGNATION/ REGISTERED AGENT

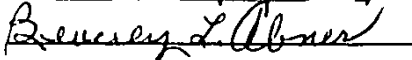
I, Godfrey Walker, having been named to accept service of process for the above named corporation, at the place designated in the certificate, accept the office of Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes. I am located at 13890 Northeast 3rd Court, Apt 219, Miami, Florida 33161.


(Signature)

STATE OF FLORIDA

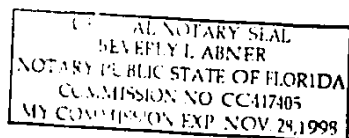
COUNTY OF DADE

Sworn to and subscribed before me
this 15 day of May, 1997



Notary Public, State of Florida

My commission expires:
(seal)



FILED
97 JUN -9 PM 3:35
TALLAHASSEE FLORIDA