

797 000052007

Law Offices  
of  
**Lowell L. Garrett P.A.**  
235 Regatta Drive  
Jupiter, Florida 33477  
Tel: 407-743-6715  
Fax: 407-744-1807

561

June 10, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

400002209404--5  
-06/11/97--01094--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Dalton Crafts Corporation

Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation for the above captioned proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 to cover the filing costs.

Please file the Articles of Incorporation and forward a certified copy to me.

Thank you for the assistance.

Very truly yours,



Lowell L. Garrett

LLG:mc

JUN 12

BSB

Lowell Garrett GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

Corporation address

6/13/97

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 11 AM 11:34

FILED

ARTICLES OF INCORPORATION OF  
DALTON CRAFTS CORP.

FILED  
97 JUN 11 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this Corporation, hereby make, execute and acknowledge these Articles Of Incorporation under the Florida General Corporation Act, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is Dalton Crafts Corp.

ARTICLE II

Duration and Commencement of Existence

The duration of the corporation is perpetual. The corporate existence of the corporation shall commence at the time of filing the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of any jurisdiction in which the corporation may operate and under the Florida General Corporation Act. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under The Florida General Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock which shall have a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration in cash or other property, tangible or intangible, or in labor or services which shall

have a value as determined from time to time by the Board of Directors of the Corporation but which shall not be less than the par value of the stock to be issued therefore, provided that such services shall have actually been performed for the benefit of the Corporation prior to the issuance of such stock.

## ARTICLE V

### Registered Office and Agent

#### Corporate Address

The street address of the Corporation's initial registered office shall be:

235 Regatta Drive, Jupiter, Florida 33477

The name of the Corporation's initial registered agent at such address shall be Lowell L. Garrett

## ARTICLE VI

### Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws.

## ARTICLE VII

### Initial Board of Directors

The name and address of each person who is to serve as a member of the initial board of directors:

Lowell L. Garrett      235 Regatta Drive, Jupiter, Florida 33477

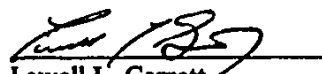
## ARTICLE VIII

### Incorporator

The name of the incorporator is:

Lowell L. Garrett      235 Regatta Drive, Jupiter, Florida 33477

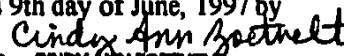
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 9th day of June, 1997

  
Lowell L. Garrett  
Incorporator

STATE OF FLORIDA                    )  
  )  
COUNTY OF PALM BEACH        )       ss:

The foregoing instrument was acknowledged before me this 9th day of June, 1997 by  
Lowell L. Garrett



  
CINDY ANN ZOETVEL  
My Commission CC498381  
Expires Sep. 27, 1999

Notary Public  
State of Florida

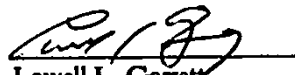
My commission expires:

### ACCEPTANCE BY REGISTERED AGENT

The under signed hereby accepts the appointment as Registered Agent of Dalton Crafts Corp. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar, and accepts the obligations provided for in Section 607.325 Florida Statutes.

Dated: June 9, 1997

  
Lowell L. Garrett  
Registered Agent

FILED  
JUN 11 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DANA L. HARRISON**

**CERTIFIED PUBLIC ACCOUNTANT**

**500 Fifth Avenue South, Suite 506**

**Naples, Florida 34102**

**Tel: 941-263-6626**

**Fax: 941-263-3715**

MEMBER:  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

June 9, 1997

*P97000052008*

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation  
COAR MUSIC CORPORATION

700002208507--3  
-06/11/97--01044--008  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find the following:

- 1) Articles of Incorporation of COAR MUSIC CORPORATION
- 2) Certificate designating Registered Agent.
- 3) Check for \$122.50 covering various fees.

Please forward the certified copy of the articles and assigned document number of the corporation to Dana Harrison at the above noted address. Any questions should be directed to the undersigned.

Sincerely,

*Dana L. Harrison*

Dana L. Harrison

Encl.  
DLH:lb

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 11 AM 11:39

D. MOWN JUN 12 1997

**ARTICLES OF INCORPORATION  
OF  
COAR MUSIC CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 11 AM 11:39

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is COAR MUSIC CORPORATION. and its initial post office address and its principal office for conducting business is: 500 Fifth Ave. So., #506, Naples, FL 34102.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, effective upon the filing of these Articles with the Florida Department of State.

**ARTICLE III - PURPOSES AND POWERS**

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is  
DANA L. HARRISON and his address is 500 Fifth Ave. So., #506, Naples, FL 34102.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

DANA L. HARRISON  
500 Fifth Ave. So. #506  
Naples, Florida 34102

#### ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

#### ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By-Laws of this corporation.

#### ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer and/or director or any former officers and/or directors to the full extent permitted by law.

#### ARTICLE XI - BY-LAWS

The powers to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### ARTICLE XII - AMENDMENT

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

#### ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation that he or she may hereafter acquire without making it available for purchases by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.



**ARTICLE XIV - 1244 STOCK**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this

9th Day of June, 1997.

  
DANA L. HARRISON, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this  
9th Day of June, 1997 by DANA L. HARRISON.

  
Notary Public

My Commission Expires:

Personally Known ☒ OR Produced Identification \_\_\_\_.

Type of Identification Produced \_\_\_\_\_.



CAROLYN P. ZIRKLE  
My Commission CC606118  
Expires Oct. 28, 1999

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

COAR MUSIC CORPORATION, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 500 Fifth Ave. So., #506, Naples, FL 34102 has named DANA L. HARRISON, located at 500 Fifth Ave. So., #506, Naples, FL 34102, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
DANA L. HARRISON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 11 AM 11:39

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this  
9<sup>th</sup> Day of June, 1997 by DANA L. HARRISON.

  
Notary Public

My Commission Expires:

Personally Known ☒ OR Produced Identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_



CAROLYN P ZIRKLE  
My Commission CC508118  
Expires Oct. 28, 1998