

P970000 53585



ACCOUNT NO. : 072100000032

REFERENCE : 431301 9675A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 17, 1997

ORDER TIME : 1:03 PM

ORDER NO. : 431301-005

CUSTOMER NO: 9675A

600002214976--3
-06/17/97--01075--031
****122.50 ****122.50

CUSTOMER: C. Cole Jeffries, Jr., Esq
CURRY & ASSOCIATES, P.A.

La Viva Professional Center
750 West Lumsden
Brandon, FL 33511

RECEIVED
JUN 17 PM 2:48
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MUSICIAN'S PARADISE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
JUN 17 PM 4:04
TALLAHASSEE, FLORIDA

JUN 17 1997

ARTICLES OF INCORPORATION

OF

MUSICIAN'S PARADISE, INC.

ARTICLE I - NAME

The name of this corporation shall be:

MUSICIAN'S PARADISE, INC.

and its principal office and mailing office is

9302 Sunnyoak Drive
Riverview, Florida 33569

ARTICLES II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this corporation shall be 9302 Sunnyoak Drive,

FILED

97 JUN 17 PM 4:04

SECRET
TALLAHASSEE, FLORIDA

Riverview, Florida 33569. Registered Agent of this corporation at such office, shall be Charles Parson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

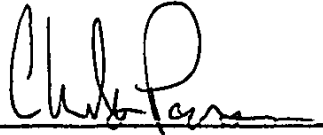
The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

| NAME | ADDRESS |
|----------------|---|
| CHARLES PARSON | 9302 Sunnyoak Drive Riverview, Florida 33569 |

ARTICLE VII - INCORPORATOR

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

| | |
|----------------|---|
| CHARLES PARSON | 9302 Sunnyoak Drive Riverview, Florida 33569 |
|----------------|---|



CHARLES PARSON
as Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, CHARLES PARSON, as incorporator, to me personally known or who produced driver's license or # P1625-153-67-172-0 as identification, and who did take an oath, to be the person described in and who, after being duly sworn, depose and state that she executed the foregoing ARTICLES OF INCORPORATION of MUSICIAN'S PARADISE, INC. and the said individual acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED BEFORE ME, this 16th day of June, 1997, at Brandon, Hillsborough County, Florida.



CINDA D RANDOLPH
My Commission CC422008
Expires Nov. 20, 1998
Bonded by HAI
800-422-1555

NOTARY PUBLIC

Cinda D. Randolph

Sign

Print Name:

State of Florida at Large (Seal)

My Commission No.: _____

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)**

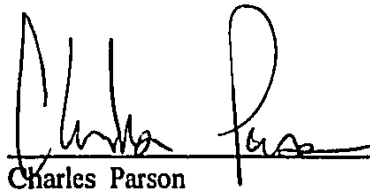
Pursuant to applicable Florida Statutes, the following is submitted:

That MUSICIAN'S PARADISE, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION

at 9302 Sunnyoak Drive, Riverview, Florida 33569, has named CHARLES PARSON as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.



Charles Parson
as Registered Agent

FILED
JUN 17 PM 4:04
TALLAHASSEE, FLORIDA