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TRXESX97 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 385-6761

FAX #:

NAME: ALLEGRO MUSIC, BOOKS & LESSONS, INC. AUDIT NUMBER.....H97000013459 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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**ARTICLES OF INCORPORATION
OF
ALLEGRO MUSIC, BOOKS & LESSONS, INC.**

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

ARTICLE I - NAME

The name of the corporation shall be:

ALLEGRO MUSIC, BOOKS & LESSONS, INC.

ARTICLE II - PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Three Hundred (300) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than One Hundred Dollars (\$100.00).

ROBERT M. MILLER, P.A.
5915 Ponce De Leon Blvd. Ste 12, Coral Gables, Fl. 33146
305-661-1200 --Fla. Bar #284793

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ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is:

53 Merrick Way
Coral Gables, Florida 33134

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII - INITIAL REGISTERED AGENT

The Registered Agent for the corporation shall be ROBERT M. MILLER, Esquire, and the registered office shall be located at 5915 Ponce de Leon Blvd., Suite 12, Coral Gables, Florida 33146 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII - DIRECTORS

This corporation shall have no less than one director as set forth in the By-Laws. The name and street address of the first member of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until her successors have been elected and qualified, are:

NAME
MEREDITH EPSTEIN

ADDRESS
53 Merrick Way
Coral Gables, Florida 33134

ARTICLE IX - INCORPORATOR

The name and street address of the subscriber of these Articles of Incorporation:

NAME
MEREDITH EPSTEIN

ADDRESS
53 Merrick Way
Coral Gables, Florida 33134

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ARTICLE X - INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what condition and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspection of any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the By-Laws. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL AT
MIAMI, DADE COUNTY, FLORIDA this 12th day of AUGUST, 1997.


MEREDITH EPSTEIN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY
APPEARED Meredith Epstein TO ME KNOWN TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLE OF
INCORPORATION AND THAT HE ACKNOWLEDGED BEFORE THAT HE SIGNED AND
EXECUTED SAME FOR THE PURPOSES THEREIN SET FORTH.


NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires:



OFFICIAL NOTARY SEAL
BARBARA B. VALERA
COMMISSION EXPIRES OCT 27, 1999

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process on the corporation
at the initial registered office designated in these Articles of Incorporation, I hereby accept such
status and consent to act in this capacity and agree to comply with all the requirements of the law
pertaining thereto.


ROBERT M. MILLER, ESQ.

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