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August 21, 1997

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

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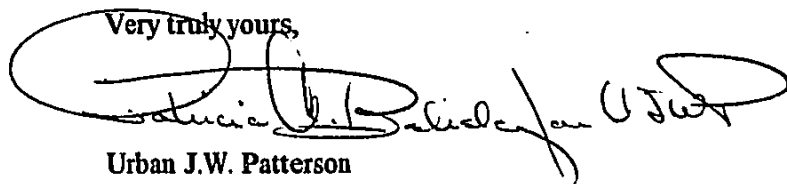
RE: Sandrey & Sellers Musicworks, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation along with the firm's check in the amount of \$70.00. Please be good enough to file the Articles of Incorporation and forward a conformed copy to this office in the envelope provided.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

  
Urban J.W. Patterson

UJWP.pab  
Encl.

FILED  
97 AUG 25 AM 8:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8/26/97-T410

**ARTICLES OF INCORPORATION**  
**OF**  
**SANDREY & SELLERS MUSICWORKS, INC.**

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97 AUG 25 AM 8:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is Sandrey & Sellers Musicworks, Inc.
2. The term of existence of the corporation shall be perpetual.
3. The principal office and the mailing address of the corporation is:  
83409 Overseas Highway, Islamorada, Florida 33036.
4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.
5. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

6. The street address of the initial registered office of the corporation in Monroe County, Florida, is as follows:

83409 Overseas Highway, Islamorada, Florida 33036

7. The name and address of each incorporator of the corporation is as follows:

Alexander Sandrey, 83409 Overseas Hwy., Islamorada, FL 33036

Carolyn E. Sellers, 83409 Overseas Hwy., Islamorada, FL 33036

8. The corporation shall have a Board of Directors of two (2) directors, initially. The number of directors shall be prescribed by the By-laws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Alexander Sandrey, 83409 Overseas Hwy., Islamorada, FL 33036

Carolyn E. Sellers, 83409 Overseas Hwy., Islamorada, FL 33036

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

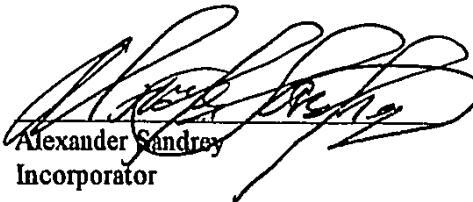
10. The name and address of the initial registered agent is as follows:

Carolyn E. Sellers, 83409 Overseas Hwy., Islamorada, FL 33036

11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this \_\_\_\_ day of August, 1997.

  
Alexander Sandrey  
Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of August, 1997, by Alexander Sandrey, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505, Florida Statutes, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Carolyn E. Sellers

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