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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 19 PM 12:56

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September 17, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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Re: GROOVEMASTERS MUSIC COMPANY, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment for the Charter Tax, Filing Fee, Certified Copy Fee, and Registered Agent's Fee. Please file the enclosed Articles of Incorporation, and return a certified copy to the undersigned.

Thank you for your help with this matter.

Very truly yours,

Addison E. Walker

ADDISON E. WALKER

AEW/mw
Encls.

RP
9-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
GROOVEMASTERS MUSIC COMPANY, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION.

ARTICLE I

The name of the corporation is GROOVEMASTERS MUSIC COMPANY, INC. The initial principal office and mailing address of the corporation is 731 Shore Drive, Kissimmee, Florida 34744.

ARTICLE II

The duration of the corporation shall be perpetual. Corporate existence shall commence as of the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To buy, sell, import, export, manufacture, construct, repair, and otherwise deal in all types of musical instruments, including electrical and electronic instruments; and to manufacture parts, devices, appliances, amplifiers, and the like for use with musical instruments.

2. To export from and import into the United States, and its territories and possessions (and any and all foreign countries), as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States (and to and from all countries foreign to the United States), and for exportation from, and importation into, any foreign country (and from any other country foreign thereto), and to purchase and sell domestic merchandise in domestic markets, and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

3. To engage in, conduct, promote, advertise, and carry on a travel service business, including arranging, planning, and booking of worldwide passenger transportation, making reservations at hotels and resorts, making land arrangements for tours and local transportation and conducting tours, on a commission basis or on a buy, sell, or charter basis.

4. To own, hold, rent, lease, manage, encumber, mortgage, improve, exchange, buy, and sell real property, collect rents, or to otherwise invest in real estate, and options thereto, and to have and exercise all powers, rights, and privileges necessary and related to real estate investment and management.

5. To transact any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the general purposes of the corporation, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share. The stock shall be issued and redeemed as follows:

1. The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

2. The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the director or directors.

3. The stock shall be issued from time to time as may be determined by the Board of Directors.

4. Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as holdings may appear upon the stock record of the corporation.

ARTICLE V

The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a simple majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority of the outstanding shares of the corporation shall be the act of the stockholders.

ARTICLE VI

These ARTICLES OF INCORPORATION may be amended in the manner provided by law. The amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a simple majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written document stating their intention that a certain amendment of these ARTICLES OF INCORPORATION be made.

ARTICLE VII


The initial street address of the registered office of the corporation in the State of Florida is 731 Shore Drive, Kissimmee, Florida 34741. The name of the initial registered agent at that address is MARTIN L. VAN DEN BERG. The corporation may move its principal office to places within the State of Florida.

ARTICLE VIII

The name and address of the person signing these ARTICLES OF INCORPORATION as the Incorporator is:

NAME	ADDRESS
MARTIN L. VAN DEN BERG	731 Shore Dr. Kissimmee, FL 34744

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed and subscribed the foregoing ARTICLES OF INCORPORATION on this 12th day of September, 1997.


MARTIN L. VAN DEN BERG

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared MARTIN VAN DEN BERG, to me known to be the person described as Incorporator, and

who executed the foregoing ARTICLES OF INCORPORATION, and who did
duly swear before me that he subscribed to these ARTICLES OF
INCORPORATION on the 12th day of September, 1997.

Addison E. Walker

NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, and
Chapter 607 et seq., Florida Statutes, the following is submitted:

That GROOVEMASTERS MUSIC COMPANY, INC., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the ARTICLES OF INCORPORATION, has named MARTIN L.
VAN DEN BERG, located at 731 Shore Drive, Kissimmee, Florida 34744,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provision of Florida Law relative to keeping the
designated office open.

SEPT. 12, 1997
Date


MARTIN L. VAN DEN BERG
Registered Agent

FILED
CLERK OF COURT
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