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October 16, 1997

Secretary of State, State of Florida
The Capitol
Tallahassee, Florida 32301

Re: Incorporation of MUSIC, MUSIC, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation of MUSIC, MUSIC, INC., together with my check in the sum of \$70.00 covering the filing fees and taxes. Please return an acknowledgment that it's been filed showing the time and date stamped on its face (showing when it was received) to the undersigned upon filing the corporation.

Otherwise, I hope this letter finds you and yours in good health and spirits.

Sincerely,


Andrew C. Barnard

cc:file
enc:/as noted
acb:ab

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Wadeau OCT 21 1997

**ARTICLES OF INCORPORATION
OF
MUSIC, MUSIC, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of MUSIC, MUSIC, INC., a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation shall be as stated above.
2. The period of duration is perpetual.
3. The purpose of the corporation shall be to engage in all retail and wholesale trade and business, real estate, management, sales or services as provided for under the laws of the State of Florida, and any and all other business activities permitted under the laws of the state of Florida or the United States of America whether the activities be within or without the jurisdiction of the United States of America, with the exception of banking or banking activities, unless otherwise permitted by special charter in which case an amendment will be attached to these Articles of Incorporation permitting the same.
4. The capital stock of the corporation authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000 shares at \$1.00 par value.

All of such stock shall be payable in cash or other valuable property, real or personal, tangible or intangible, or in labor or services actually performed for the said corporation, at a just valuation to be fixed by the Board of Directors of the corporation.

5. The corporation shall be deemed to exist as a valid corporation under the Laws of the State of Florida on the date in which the Articles of Incorporation are filed in the

office of the Secretary of State.

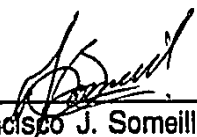
6. The initial principal place of business of the corporation shall be located at:
12921 SW 56th Terrace, Miami, Fl. 33183.

7. The name of the initial Registered Agent in the State of Florida authorized to
accept service of process on behalf of said corporation and his address shall be:
Francisco J. Someillan at 12921 SW 56th Terrace, Miami, Fl. 33183

8. The number of directors constituting the initial Board of Directors of the
corporation shall be one, whose name and address is as follows: Francisco J. Someillan
who lives at 12921 SW 56th Terrace, Miami, Fl. 33183.

9. The name and address of the incorporator will be as follows: Francisco J.
Someillan who lives at 12921 SW 56th Terrace, Miami, Fl. 33183.

FDL 3545 250-37-100-0
Identification



Francisco J. Someillan
Incorporator

DATED on October 16, 1997.

STATE OF FLORIDA)
) S/S
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francisco J.
Someillan, who is personally known to me, or produced the above described
identification to authenticate his identity, and who is the person described in and who
subscribed to the foregoing Articles of Incorporation of MUSIC, MUSIC, INC., a Florida

Corporation, and who acknowledged before me that he did freely and voluntarily subscribe to the same for the uses and purposes therein described and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State aforesaid this 10 day of October, 1997.



NOTARY PUBLIC, State of Florida At Large

My Commission Expires:




ANDREW C. BARNARD
COMMISSION # CC 501116
EXPIRES OCT 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING RESIDENT AGENT, PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA ON BEHALF
OF A CORPORATION**

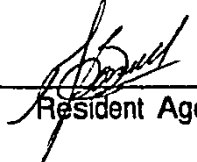
IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, MUSIC, MUSIC, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF MIAMI AND STATE OF FLORIDA, HAS NAMED Francisco
J. Someillan who lives at 12921 SW 56th Terrace, Miami, Fl. 33183, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Incorporator (date) 10/16/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: 

Resident Agent (date) 10/16/97

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TALLAHASSEE, FLORIDA