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DOBSON & BROWN, P. A.

Attorneys at Law
66 Cuna Street, Suite A
St. Augustine, Florida 32084

Geoffrey B. Dobson
Ronald W. Brown

Telephone (904) 824-9032
Telefax (904) 824-9236

September 17, 1997

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

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****122.50 ****122.50

RE: Articles of Incorporation;
Schoenhut Piano Company, Inc.

Dear Reader:—

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Appointment as Resident Agent for the above referenced corporation. Also please find a check in the amount of \$122.50 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

Marcia Gupton

Marcia Gupton,
Legal Assistant to Ronald W. Brown

/mkg
Enclosures

10/30/97
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AK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1997

MARCIA GUPTON, LEGAL ASSISTANT
RONALD W. BROWN, ESQ.
66 CUNA ST, STE A
ST AUGUSTINE, FL 32084

SUBJECT: SCHOENHUT PIANO COMPANY, INC.
Ref. Number: W97000021581

We have received your document for SCHOENHUT PIANO COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 697A00046556

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October 27, 1997

Secretary of State
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Tallahassee, Florida 32399-0810

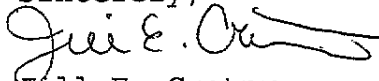
RE: Articles of Incorporation; Schoenhut Piano Company, Inc.

Dear Reader:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Appointment as Resident Agent for the above referenced corporation. Also enclosed is a copy of a letter from your office concerning this corporation.

Thank you for your cooperation.

Sincerely,



Jill E. Creter,
Legal Assistant to Ronald W. Brown

/jec
Enclosures

ARTICLES OF INCORPORATION

OF

Schoenhut Piano Company, Inc.

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporations Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is Schoenhut Piano Company, Inc.

ARTICLE II

TERM OF EXISTENCE

Existence of the Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose for which the Corporation is initially organized is the transaction of any and all business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is 1000 of \$1.00 par value each.

ARTICLE V

ADDRESS AND REGISTERED OFFICER

The street address and mailing address of the initial

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TALLAHASSEE, FLORIDA

principal office shall be 802 A1A Beach Boulevard, St. Augustine, Florida 32084; and the name of its initial registered agent at such address is Leonard P. Trinca.

ARTICLE VI DIRECTORS

The initial Board of Directors shall consist of two (2) members, but such number may be increased to more than two (2) and subsequently increased or decreased as provided in the By-Laws of the Corporation. The names and addresses of the initial members of the Board of Directors are:

Leonard P. Trinca
802 A1A Beach Boulevard
St. Augustine, Florida 32084

Renee L. Trinca
802 A1A Beach Boulevard
St. Augustine, Florida 32084

ARTICLE VII INCORPORATOR

The names and addresses of the incorporators are as follows:

Leonard P. Trinca
802 A1A Beach Boulevard
St. Augustine, Florida 32084

Renee L. Trinca
802 A1A Beach Boulevard
St. Augustine, Florida 32084

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended from time to time as provided by law.

IN WITNESS WHEREOF, the Incorporators have hereunto set

their hands and seals this 27th day of October, A. D., 1997.

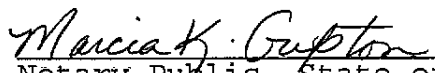

Leonard P. Trinca

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared Leonard P. Trinca, who is personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation of for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 27th day of October, A. D., 1997.

MARCIA K. GUPTON
Notary Public, State of Florida
My Comm. expires Feb. 9, 2001
Comm. No. CC 620338


Notary Public, State of Florida
at Large
My Commission Expires: 2-9-2001

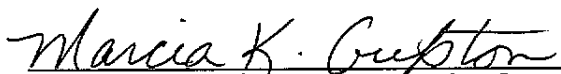

Renee L. Trinca

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared Renee L. Trinca, who is personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that she executed the above and foregoing Articles of Incorporation of for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 27th day of October, A. D., 1997.

MARCIA K. GUPTON
Notary Public, State of Florida
My Comm. expires Feb. 9, 2001
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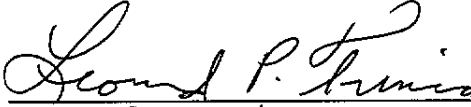
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to and in compliance with Chapter 48.091,
Florida Statutes.

Schoenhut Piano Company, Inc., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of St.
Augustine, State of Florida, has named Leonard P. Trinca, 802 A1A
Beach Boulevard, St. Augustine, Florida 32084 as its agent to
accept service of process within the state.

ACKNOWLEDGMENT:

I, Leonard P. Trinca having been named to accept service
of process for the above stated corporation, at the place
designated in this certificate, hereby accept to act in this
capacity and agree to comply with the provisions of said Act
relative to keeping said office open.



Leonard P. Trinca
Registered Agent

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TALLAHASSEE, FLORIDA