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ATTORNEY-AT-LAW

WARREN W. DILL

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December 18, 1997

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Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

re: Articles of Incorporation of Mermer Guitars, Inc.

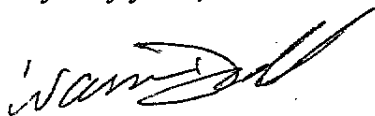
Gentlemen:

I have enclosed duplicate originals of the Articles of Incorporation of Mermer Guitars, Inc., along with Check No. 3911, in the amount of \$70.00, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00. If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

Warren W. Dill
1515 US Hwy. 1, Suite 201
Sebastian, FL 32958

Thanking you in advance for your assistance, I remain.

Very truly yours,



Warren W. Dill
lac
Enclosures

FILED
97 DEC 22 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PN 12-23-97

ARTICLES OF INCORPORATION
OF
MERMER GUITARS, INC.

FILED
97 DEC 22 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: MERMER GUITARS, INC.

The principal office and mailing address of this Corporation shall be: 3445 Aviation Boulevard, Vero Beach, Florida 32960.

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are the following:

- A. To engage in manufacturing of guitars and related services.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of Ten Dollar (\$10.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

NAME

ADDRESS

Susan D. Mermer

391 Bayfront Terrace
Sebastian, Florida 32958

ARTICLE VI - TRANSACTIONS BETWEEN PARTIES

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

ARTICLE VII - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled

at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporations's Board of Directors.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - DESIGNATION OF REGISTERED AGENT

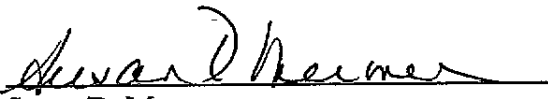
The Corporation designates Susan D. Mermer as its Resident Agent within the State of Florida, whose registered office is located at the following address:

3445 Aviation Boulevard
Vero Beach, Florida 32960

ARTICLE XI - INCORPORATOR

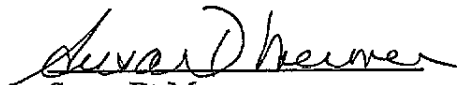
The name and address of each incorporator is Susan D. Mermer of 3445 Aviation Boulevard, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of December, 1997.


Susan D. Mermer

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

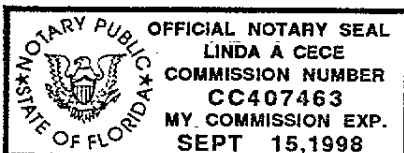
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

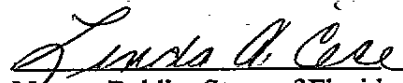

Susan D. Mermer
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 18 day of December, 1997, by Susan D. Mermer, who is personally known to me or who has produced Florida Driver's License as identification.

SEAL




Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

FILED
97 DEC 22 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA