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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EXQUIVEL
PHONE: (813)259-0004 FAX #: (813)258-9146

NAME: SUNCOAST MUSIC SUPPLY, INC.
AUDIT NUMBER.....H98000000759
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES.....(4)
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Attn. Becky

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TALLAHASSEE FLORIDA

B. McKnight JAN 14 1998

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Suncoast Music Supply, Inc.

Article II. Address

The mailing address of the Corporation is:
Suncoast Music Supply, Inc.
1148 40th Ave. NE.
St. Petersburg FL 33703-5230

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

James B. Ferguson

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 13, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 13, 1998.



CORPORATE CREATIONS
Stacy R. Costner Vice President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Suncoast Music Supply, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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TALLAHASSEE FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES, INC.
by Stacy R. Costner as attorney-in-fact

Date: January 13, 1998

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15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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