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ACCOUNT NO. : 072100000032

REFERENCE : 732920 4319764

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : March 9, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 732920-005

CUSTOMER NO: 4319764

CUSTOMER: Marjorie E. Wolasky, Esq  
MARJORIE WOLASKY, ESQ

7103 S. W. 102nd Avenue

Miami, FL 33173

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 12:06

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DOMESTIC FILING

NAME: MIAMI DISCOUNT MUSIC &  
GUITAR CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED  
98 MAR -9 AM 10:43  
DIVISION OF CORPORATIONS  
*3/9/98*

**ARTICLES OF INCORPORATION**  
**OF**

**MIAMI DISCOUNT MUSIC & GUITAR CENTER, INC.**

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**FIRST:** The name of the corporation is Miami Discount Music & Guitar Center, Inc.. The address of the principal office of this corporation shall be 7091 N.W. 51st Street, Miami, Florida 33166 and the mailing address of the corporation shall be the same.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 1000 common shares, \$1.00 par value.

**FIFTH:** The street address of the initial registered office of the corporation is 7103 S.W. 102nd Avenue, Miami, Florida 33173 and the name of the initial registered agent at such address is MARJORIE E. WOLASKY.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation are two and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Oscar J. Mederos  
7091 N.W. 51st Street  
Miami, Florida 33166

George M. Rodriguez  
7091 N.W. 51st Street  
Miami, Florida 33166

**SEVENTH:** The name and address of the incorporator is:

Marjorie E. Wolasky  
7103 S.W. 102nd Avenue  
Suite A  
Miami, Florida 33173

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DATED: March 7, 1998

*Marjorie E. Wolasky*  
MARJORIE E. WOLASKY, INCORPORATOR

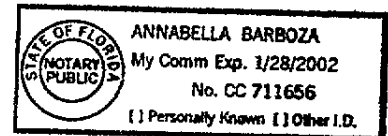
STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 7th day of March, 1998, by MARJORIE E. WOLASKY, INCORPORATOR, of Miami Discount Music & Guitar Center, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced driver's license as identification and did not take an oath.

*Annabella Barboza*  
Notary Signature  
SEAL

Printed Notary Signature

My Commission Expires



I, MARJORIE E. WOLASKY, having been designated to act as registered agent hereby agree to act in this capacity.

*Marjorie E. Wolasky*  
MARJORIE E. WOLASKY