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98 APR 30 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13205 U.S. Highway One, #513
Juno Beach, Florida 33408

April 13, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/30/98--01053--010
****122.50 ****122.50

Re: Muzic Depot, Inc.

Enclosed please find two (2) executed copies of the Articles of Incorporation for Muzic Depot, Inc. Also enclosed is a check payable to the Secretary of State for \$122.50, the remittance is for - \$35.00 Filing Fee, \$35.00 Registered Agent Fee and \$52.50 for a Certified Copy.

Sincerely,


Peter Buzanis

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

Muzic Depot, Inc.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Muzic Depot, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Fifty Thousand shares (50,000) of NO Dollar(s) (\$ NO) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:
and the Corporate Address is

NAME <u>Peter Buzanis</u>		
ADDRESS <u>13205 U.S.Highway One, Suite 513 - B</u>		
CITY <u>Juno Beach</u>	FLORIDA	ZIP <u>33408</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

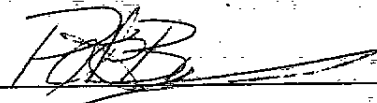
NAME <u>Peter Buzanis</u>		
ADDRESS <u>1239 The Pointe Drive</u>		
CITY <u>West Palm Beach</u>	STATE <u>FL</u>	ZIP <u>33409</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME <u>Peter Buzanis</u>		
ADDRESS <u>1239 The Pointe Drive</u>		
CITY <u>West Palm Beach</u>	STATE <u>FL</u>	ZIP <u>33409</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13
day of April, 19 98.

 (Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF _____) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____
day of _____, 19 _____.

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Muzic Depot, Inc.
(name of corporation)

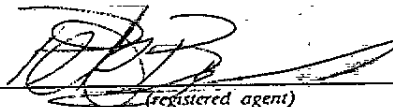
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 13205 U.S. Highway One, Suite 513-B
Juno Beach, FL 33408

has named Peter Buzanis
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(registered agent)