



**James M. Wallace**

Attorney and Counsellor At Law

Area Code 941  
Phone: 746-7157  
1-800-690-4942  
Fax 747-0598

P98000062927

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

Re: MUSIC SOLUTIONS, INC.

100002589571--4  
-07/15/98--01045--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Folks:

Enclosed herewith is the original Articles of Incorporation of MUSIC SOLUTIONS, INC., together with my check in the amount of \$78.75 for filing fees and a Certificate of Status.

I would appreciate your filing the above Articles and furnishing me with the Certificate of Status for this Corporation.

Thank you for your assistance in this matter.

Sincerely yours,

*James M. Wallace*  
JAMES M. WALLACE

JMW:gmc

Enc.

FILED  
98 JUL 15 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60  
7/17

FILED  
98 JUL 15 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MUSIC SOLUTIONS, INC.

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

FIRST: The name of the corporation is MUSIC SOLUTIONS, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State of Florida.

FOURTH: A further purpose of this corporation is for the distribution and sale of rights to purchase recorded music of all forms, discs, tape recordings and the like.

FIFTH: Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 500 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall

be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of Stock. The corporation is not authorized to issue shares in series.

SIXTH: The corporation's principal office and mailing address is 4511 Mangrove Point Road, Post Office Box 7376, Bradenton, Florida, 34210, and the initial street address in Florida of the initial registered office of the corporation is 4511 Mangrove Point Road, Bradenton, Florida 34210, and the name and address of the initial registered agent is JAMES M. WALLACE, 420 Old Main Street, Bradenton, Florida 34205.

SEVENTH: The initial Board of Directors shall consist of one or more members, who need not be residents of the State of Florida or shareholders of the corporation.

EIGHTH: The name and address of the person who shall serve as director until the first annual meeting of the shareholders or until his successor shall have been elected and qualified is as follows:

NAME

ADDRESS

TERRY W. HOLT

(4511 Mangrove Point Road)

P. O. Box 7376

Bradenton, FL 34210

NINTH: The name and address of the initial incorporator is as follows:

NAME

ADDRESS

TERRY W. HOLT

(4511 Mangrove Point Road)

P. O. Box 7376

Bradenton, FL 34210

TENTH: The name, address and offices of the person who shall serve as officer until the first annual meeting or until his successors shall have been elected and qualified is as follows:

NAME & ADDRESS

OFFICE

TERRY W. HOLT

President, Vice President

(4511 Mangrove Point Road)

Secretary & Treasurer

P. O. Box 7376

Bradenton, FL 34210

ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting.

TWELFTH: The initial number of Directors of the Corporation

shall consist of one member, but the number of members of the Board of Directors may be increased to a total of not more than 35 and decreased to a total not less than one by majority vote of Stockholders.

THIRTEENTH: Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares to any such unissued or treasury shares.

FOURTEENTH: Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

FIFTEENTH: The corporation shall be deemed to commence its existence on acceptance and filing of these Articles of Incorporation in the Office of the Secretary of the State of Florida.

IN WITNESS WHEREOF, We, the undersigned, have made and subscribed our names to these Articles of Incorporation at Bradenton, Manatee County, Florida, on the 8th day of July A.D., 1998.

  
TERRY W. HOLT

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared TERRY W. HOLT, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth, and who is personally known to me or produced his driver's license as identification, ~~or other:~~ \_\_\_\_\_, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and State this 8th day of July, A.D., 1998.

Diana L. Haggard  
NOTARY PUBLIC

(SEAL)

My Commission Expires:



Diana L. Haggard  
MY COMMISSION # CC647978 EXPIRES  
September 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**FILED**  
98 JUL 15 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, JAMES M. WALLACE, agree as Registered Agent to accept service of process; to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law at 420 Old Main Street, Bradenton, Florida 34205.

  
JAMES M. WALLACE