

HEDRICK, DEWBERRY & REGAN

PROFESSIONAL ASSOCIATION
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P98000074262
August 24, 1998

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Formation of New Corporation
B=Music, Inc. d/b/a B=

900002624709--9
-08/25/98--01059--009
****122.50 ****122.50

Dear Sir or Madam:

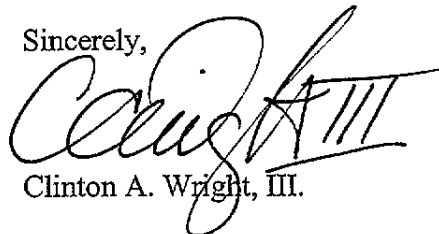
Enclosed for filing please find the following:

1. Articles of Incorporation for B=Music, Inc. and Certificate of Designation Registered Agent/Registered Office;
2. Check for \$122.50, representing \$35.50 filing fee, \$35.00 registered designation filing fee and \$52.50 certified copy fee;
3. Application for Registration of Fictitious Name (B=); and
4. Check for \$50.00 representing fee to register fictitious name and check for \$30 for certified copy of fictitious name registration.

FILED
98 AUG 25 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process the above-referenced documentation expeditiously and return a certified copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office noting the assigned document number for this corporation as soon as possible. Also, please send a certified copy of the fictitious name registration to me as soon as possible. I have enclosed a return Federal Express airbill for this purpose. If you have any questions or need anything further, please call me.

Sincerely,


Clinton A. Wright, III.

CAW:klm

Enclosures

cc: Miguel A. Alvarez

Douglas Grosse

60
8/25

ARTICLES OF INCORPORATION

OF

B=Music, Inc.

ARTICLE I
NAME

The name of this corporation is: B=Music, Inc.

ARTICLE II
PURPOSES

This corporation has been formed to conduct the business of retail music sales and to transact any and all lawful business and to exercise all powers granted to corporations by the laws of the State Florida. In furtherance of the foregoing, and not in limitation thereof, this corporation shall have the power and authority to do everything necessary, proper or incidental to the accomplishment of its purposes.

ARTICLE III
PRINCIPAL OFFICE; MAILING ADDRESS

The initial principal office of this corporation will be 1021B Park Street, Jacksonville, Florida 32204 or at such other address as may be determined by the board of directors. The initial mailing address of the corporation shall be 1021B Park Street, Jacksonville, Florida 32204.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares with par value that this corporation is authorized to have outstanding at any given time is five hundred (500) shares of the par value of one dollar (\$1.00) each.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1021B Park Street, Jacksonville, Florida 32204 and the name of the initial registered agent of this corporation at that address is Miguel A. Alvarez.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
Miguel A. Alvarez	2234 Forbes Street Jacksonville, Florida 32204

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Miguel A. Alvarez	2234 Forbes Street Jacksonville, Florida 32204

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore names for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set my hand and seal this 24th day of August, 1998.


Miguel A. Alvarez

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below-named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

B=Music, Inc.

2. The name and address of the registered agent and office are:

Miguel A. Alvarez
1021B Park Street
Jacksonville, Florida 32204

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Miguel A. Alvarez
Dated: 8-24-98

FILED
98 AUG 25 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA