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*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL COPY REQUIRED	

FILED
99 JAN -7 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN JAN 8 1999

ARTICLES OF INCORPORATION

OF

HERITAGE BOOKS & MUSIC, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

HERITAGE BOOKS & MUSIC, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2820 54th Avenue South
St. Petersburg, FL 33712

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

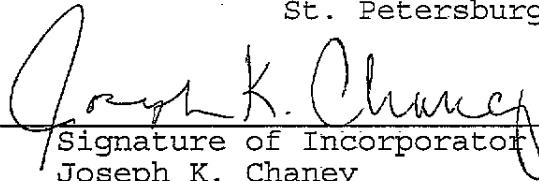
The name and Florida street address of the initial registered agent are:

Carolyn R. Chaney, Esquire
5926 - 28th Street South
St. Petersburg, FL 33712-4516

ARTICLE V
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Joseph K. Chaney
5926 - 28th Street South
St. Petersburg, FL 33712-4516



Signature of Incorporator
Joseph K. Chaney

1/5/99

Date

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

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 obligation of my position as registered agent.



Signature/Registered Agent

1/5/99

Date