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February 19, 1999

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: SHERWOOD RECORDS SHOP, INC.

Dear Sir:

Please find enclosed my trust check for \$122.50 to cover the cost of filing the enclosed Articles of Incorporation in the above reference style.

Upon filing the original, please forward to my office a certified copy of the recorded instrument.

I thank you for your cooperation in this matter and if you have any questions, please feel free to contact my office.

Respectfully,

Wayne R. Compton

Wayne R. Compton

WRC/h1

FILED
99 FEB 22 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-25-99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHERWOOD RECORDS SHOP, INC.

The undersigned, files this document for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation, pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SHERWOOD RECORD SHOP, INC.

ARTICLE II. DURATION

This corporation is to have a perpetual existence.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or lawful business as permitted by laws of the State of Florida.

ARTICLE IV. CAPITALIZATION

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stocks.

ARTICLE V. PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance

of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5133 Unit 6, Soutel Drive, Jacksonville, Florida 32208, and the name of the initial registered agent of this corporation at that address is DAISEY J. TAYLOR, and the principal place of business is the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

DAISEY J. TAYLOR	5825 Spellman Road Jacksonville, Florida 32209
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ARTICLES OF INCORPORATORS

The name and address of the person signing these articles is:

DAISEY J. TAYLOR	5825 Spellman Road Jacksonville, Florida 32209
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IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this _____ day of February, 1999.

WITNESS:

Hazel P. Lambert

DAISEY J. TAYLOR

Opie N. Compton

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared Daisey J. Taylor, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and before me, acknowledged her signature and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 16 day of February 1999.



Hazel P. Lambert
MY COMMISSION # CC723688 EXPIRES
April 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Hazel P. Lambert
Notary Public
State of Florida at Large
My Commission Expires:

FILED
99 FEB 22 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for SHERWOOD RECORDS SHOP, INC.

Daisey J. Taylor
DAISEY J. TAYLOR