

P99000018590

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA Music Gear, Inc

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*****78.75 *****78.75

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99 FEB 26 AM 10:09

DIVISION OF CORPORATION

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DIVISION OF CORPORATION

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☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Petition Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Petition Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Petition Search _____
☐ Petition Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

Signature _____

Requested by: es

Name _____

Walk-In _____

2/26 9:53

Date Time

Will Pick Up _____

FEB 26 1999

ARTICLES OF INCORPORATION
OF
USA Music Gear, Inc.

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

ARTICLE I NAME

The name of the corporation shall be USA Music Gear, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1138 Cactus Cut Road, Middleburg, Florida 32068 and the name of the initial Registered Agent for the corporation at that address is Kimberly A. Dalton.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Kimberly A. Dalton
Steven J. Dalton

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Kimberly A. Dalton
1138 Cactus Cut Road
Middleburg, Florida 32068

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 19 day of February, 19 99.

Incorporator:

X Kimberly A Dalton

STATE OF Florida
COUNTY OF Clay

The foregoing instrument was executed and acknowledged
before me this 19 day of February, 19 99, by



Ginger R. Blalock
Notary Public
State of Florida
My Commission Expires:
Dec. 6, 2002

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida,
a corporation organizing under the laws of the State of Florida, with its principal office
located at 1138 Cactus Cut Road, Middleburg, FL 32068, has named
Kimberly A. Dalton, whose address is 1138 Cactus Cut Road, Middleburg, FL 32068,
as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open
during prescribed hours; to post my name (and any other officers of said corporation
authorized to accept service of process at the above designated address) in some
conspicuous place in the office as required by law.

Registered Agent:

x Kimberly A Dalton

STATE OF Florida
COUNTY OF Clay

BEFORE ME, the undersigned authority, this day personally appeared
_____, who, after being duly sworn,
deposes and says that the facts and matters contained above are true and correct, and that
he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 19 day of
February, 19 99.



Ginger R. Blalock
Notary Public
State of Florida
My Commission Expires:
Dec. 6, 2002

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