

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 761-2910
Fax Number : (954) 764-4996

FLORIDA PROFIT CORPORATION OR P.A.**The Musicians Planet Learning Centers, Inc.**

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**ARTICLES OF INCORPORATION
OF
THE MUSICIANS PLANET LEARNING CENTERS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is The Musicians Planet Learning Centers, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 5300 N. Powerline Rd., Ft. Lauderdale, Florida 33309.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 5300 N. Powerline Rd., Ft. Lauderdale, Florida 33309 and the initial registered agent of the Corporation at such address is Robert Zobel.

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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**ARTICLE V
INCORPORATOR**

The name and address of the incorporator are:

Name

Robert Zobel

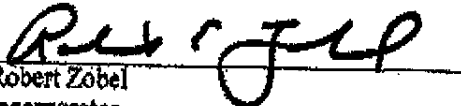
Address

5300 N. Powerline Rd., Ft. Lauderdale, FL 33309

**ARTICLE VI
PURPOSE**

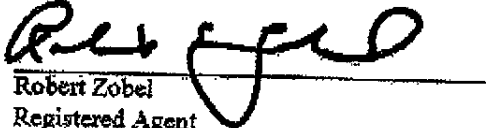
The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 1999.


Robert Zobel
Incorporator

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Robert Zobel
Registered Agent

Prepared by: Michael H. Kniel, Esq., FL Bar #0196954
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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