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March 30, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **JOE MCINTOSH, INC.**

400002825584--8
-03/31/99--01078--011
*****78.75 *****78.75

To whom it may concern:

Please find enclosed an original and one copy of the Articles of Incorporation for **JOE MCINTOSH, INC.** and a check in the amount of \$78.75 made out to the Department of State for filing fees and certified copy fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to my office at the address above for our records.

If you have any questions please do not hesitate to contact me.

Sincerely,



Richard M. Tierney, Esquire

(3) Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JOE MCINTOSH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation pursuant to and in conformity with the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation Shall be:

JOE MCINTOSH, INC.

The principal place of business of this corporation shall be:

139 42nd. Avenue North, St. Petersburg, Florida 33703.

ARTICLE II. NATURE OF BUSINESS

The general purposes for which this corporation is organized and which are proposed to be transacted, promoted and carried on, are:

1. To engage in through its officers, employees and agents, in rendering professional services in musical instruction and consultation.
2. To own real or personal property as may be necessary for the rendering of professional services.
3. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any type of investments.
4. To have one or more offices, conduct and carry on its business and operation and promote its objectives within the State of Florida.
5. To, in general, carry on and transact any business in connection with or auxiliary to the foregoing, to have and exercise all of the powers conferred by the laws of Florida upon professional service corporations, and to do any or all of the things hereinabove set forth to the same extent natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers: and it is hereby expressly provided that the foregoing enumeration of specific powers of this corporation are intended as illustrative and not restrictive and this corporation shall have the power to handle such businesses which may be profitable or necessary in conjunction with the business above enumerated, and generally shall have and exercise all powers, privileges and immunities of business of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1919 Blanding Blvd. Ste. 8, Jacksonville, Florida 32210, and the name of the initial registered agent of the corporation at that address is Richard M. Tierney, Esq.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The name and address of the persons who are to serve as Director until their successor or successors are elected and have qualified are:

NAME	ADDRESS
Joe McIntosh	139 42nd. Avenue North, St. Petersburg, Florida 33703

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 and 1362 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Joe McIntosh (President)	139 42nd. Avenue North, St. Petersburg, Florida 33703

ARTICLE XI. INCORPORATOR

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

Joe McIntosh, 139 42nd. Avenue North, St. Petersburg, Florida 33703.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

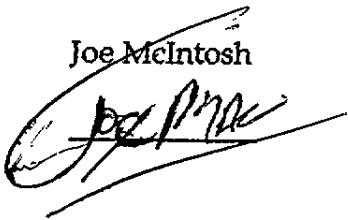
ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my/hand and seal this 22nd day of February, 1999 for the purpose of forming this corporation.

Joe McIntosh



Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

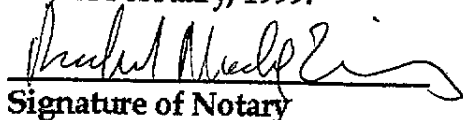
Richard M. Tierney, Esq.
1919 Blanding Blvd., Ste. 8,
Jacksonville, Fl. 32210



STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared Joe McIntosh to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 22nd day of February, 1999.



Signature of Notary

My commission expires:

