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16137 Vanderbilt Drive
Odessa, Florida 33556
(813) 920-4499

April 12, 1999

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: A.J.'s Pro Percussion Center, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

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****122.50 *****78.75

Please be kind enough to file the original of the enclosed Articles of Incorporation, and return a certified copy to the undersigned in the enclosed stamped, self-addressed envelope. If you should have any questions or comments, please feel free to contact me.

Sincerely,



Adolph J. Altieri, III

Enclosures (3)

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DIVISION OF CORPORATIONS

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**ARTICLES OF
INCORPORATION
OF
A.J.'S PRO PERCUSSION CENTER, INC.**

**ARTICLE I
NAME and PRINCIPAL ADDRESS OF BUSINESS**

The name of this corporation is A.J.'s Pro Percussion Center, Inc., and its principal place of business shall be located at 4340 West Hillsborough Avenue, Suite 208, Tampa, Florida 33614.

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue Seven Thousand (7,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16137 Vanderbilt Drive, Odessa, Florida 33556, and the name of the initial registered agent of this corporation at that address is Adolph J. Altieri, III.

ARTICLE VII – DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director is as follows:

<u>Name</u>	<u>Address</u>
Adolph J. Altieri, III	16137 Vanderbilt Drive Odessa, FL 33556

ARTICLE VIII- OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed are:

	<u>Name</u>	<u>Address</u>
President	Adolph J. Altieri, III	16137 Vanderbilt Drive Odessa, Florida 33556
Vice-President	Grace M. Altieri	16137 Vanderbilt Drive Odessa, Florida 33556
Secretary	Grace M. Altieri	16137 Vanderbilt Drive Odessa, Florida 33556
Treasurer	Adolph J. Altieri, III	16137 Vanderbilt Drive Odessa, Florida 33556

ARTICLE IX- INCORPORATOR

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

Name

Address

Adolph J. Altieri, III

16137 Vanderbilt Drive
Odessa, FL 33556

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of shareholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the date of signing.

DATED on this 12th day of April 1999.

By: _____



Adolph J. Altieri, III
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

First, that A.J.'s Pro Percussion Center, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Adolph J. Altieri, III of 16137 Vanderbilt Drive, Odessa, Florida 33556, as its agent to accept service of process within the State of Florida.

DATED on this 12th day of April 1999.

By: _____

Adolph J. Altieri, III

Adolph J. Altieri, III
Incorporator

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DIVISION OF CORPORATION

**ACCEPTANCE OF DESIGNATION BY
REGISTERED AGENT**

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 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 obligations of my position as registered agent.

DATED on this 12th day of April 1999.

By: _____

Adolph J. Altieri, III

Adolph J. Altieri, III
Registered Agent