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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-05/24/99--01084--017
*****78.75 *****78.75

SUBJECT: NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE (1) COPY OF THE
ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND
CHECK IN THE AMOUNT OF \$ 78.75.

FROM: THRESA A. BOSWELL

8800 RED WING DRIVE
PENSACOLA, FL. 32514

FILED
99 MAY 24 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-26
OS

**ARTICLES OF INCORPORATION
OF
NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.**

WE THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS OF FLORIDA, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:

NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.

ARTICLE II - NATURE OF BUSINESS

THE NATURE OF BUSINESS ACTIVITY SHALL BE TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFER OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARTER OF BUSINESS.

TO ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE OR GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL RIGHTS, POWERS OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

TO BECOME GUARANTOR OR SURETY FOR ANY OTHER PERSON. FIRM OR CORPORATION FOR ANY PURPOSE OR TRANSACTION WHATSOEVER.

TO MAKE GIFTS OF ITS PROPERTY OR CASH, EITHER TO CHARITABLE ORGANIZATIONS OR OTHERWISE, WHEN DEEMED IN THE INTEREST OF THE COMPANY.

TO ADOPT SUCH PENSION, PROFIT SHARING, STOCK SHARING, STOCK OPTIONS, AND DEFERRED COMPENSATION PLANS FOR THE OFFICERS, EMPLOYEES, DIRECTORS AND OTHERS AS THE DIRECTORS MAY DEEM TO BE IN THE INTEREST OF THE COMPANY.

TO ENJOY ALL OF THE POWERS NOW OR HEREAFTER CONFERRED UPON CORPORATIONS BY THE STATUTES OF LAWS OF THE STATE OF FLORIDA.

THE FOREGOING SHALL BE CONSTRUED AS BOTH OBJECTS AND POWERS. THE ENUMERATION OF SPECIFIC POWERS AND PURPOSE OF THIS CORPORATION.

FILED
99 MAY 24 PM 14:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.**

(CONTINUED)

ARTICLE III - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE HUNDRED THOUSAND (100,000) SHARES OF ONE DOLLAR (\$1.00) PAR COMMON STOCK.

ARTICLE IV - INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI - ADDRESS

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE COUNTY OF ESCAMBIA, STATE OF FLORIDA IS:

8800 RED WING DRIVE.
PENSACOLA, FL. 32514

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE OFFICE TO ANY OTHER PLACE IN FLORIDA.

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE FOUR DIRECTORS INITIALLY. THE NUMBER MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THE CORPORATION ARE:

THRESA A. BOSWELL 8800 RED WING DRIVE, PENSACOLA, FL. 32514
RONALD L. BOSWELL 8800 RED WING DRIVE, PENSACOLA, FL. 32514
ALFRED LEGAULT - 960 SHADOW RIDGE DRIVE, PENSACOLA, FL. 32514
MARTHA LEGAULT - 960 SHADOW RIDGE DRIVE, PENSACOLA, FL. 32514

**ARTICLES OF INCORPORATION
OF
NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.**

(CONTINUED)

ARTICLE IX - SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES ARE:

THRESA A. BOSWELL 8800 RED WING DRIVE, PENSACOLA, FL. 32514
RONALD L. BOSWELL 8800 RED WING DRIVE, PENSACOLA, FL. 32514
ALFRED LEGAULT - 960 SHADOW RIDGE DRIVE, PENSACOLA, FL. 32514
MARTHA LEGAULT - 960 SHADOW RIDGE DRIVE, PENSACOLA, FL. 32514

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, AND ANY RIGHT CONFERRED UPON THE STOCKHOLDERS IS SUBJECT TO THIS RESERVATION.

THE INITIAL BY-LAWS OF THIS CORPORATION SHALL BE ADOPTED BY THE DIRECTORS. THE BY-LAWS MAY BE AMENDED FROM TIME TO TIME BY EITHER THE STOCKHOLDERS OR THE DIRECTORS, BUT THE DIRECTORS MAY NOT ALTER OR AMEND ANY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE XI - INDEMNITY OF OFFICERS AND DIRECTORS

THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR, OFFICER OR EMPLOYEE, OR FORMER DIRECTOR, OR EMPLOYEE OF THE CORPORATION, OR ANY PERSON WHO MAY HAVE SERVED AT ITS REQUEST AS A DIRECTOR, OFFICER, OR EMPLOYEE OF ANOTHER CORPORATION IN WHICH IT OWNS SHARES OF CAPITAL STOCK OR OF WHICH IT IS CREDITOR, AGAINST EXPENSES ACTUALLY AND NECESSARILY BY HIM IN CONNECTION WITH THE DEFENSE OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE IS MADE A PARTY BY REASON OF BEING OR HAVING BEEN SUCH DIRECTOR, OFFICER, OR EMPLOYEE, EXCEPT IN THE RELATION TO MATTERS AS TO WHICH HE SHALL BE ADJUDGED IN THE PERFORMANCE OF HIS DUTY. THE CORPORATION MAY ALSO REIMBURSE TO ANY DIRECTOR, OFFICER, OR EMPLOYEE TO REASONABLE COST OF SETTLEMENT OF ANY SUCH ACTION, SUIT, OR PROCEEDING, IF IT WILL NOT BE INVOLVED IN THE MATTER IN CONTROVERSY, WHETHER OR NOT A QUORUM THAT WAS TO THE INTEREST OF THE CORPORATION THAT SUCH SETTLEMENT BE MADE AND THAT SUCH DIRECTOR, OFFICER OR EMPLOYEE WAS NOT GUILTY OF NEGLIGENCE OR MISCONDUCT. SUCH RIGHTS OR INDEMNIFICATION AND REIMBURSEMENT SHALL NOT BE DEEMED EXCLUSIVE OR ANY OTHER RIGHTS TO WHICH SUCH DIRECTORS, OFFICERS, OR EMPLOYEES MAY BE ENTITLED UNDER ANY BY-LAWS AGREEMENT, VOTE OF SHAREHOLDERS, OR OTHERWISE.

**ARTICLES OF INCORPORATION
OF
NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.**

(CONTINUED)

ARTICLE XII

THIS CORPORATION SHALL BE A CLOSE HELD CORPORATION. THE STOCK OWNERSHIP OF SAID CORPORATION SHALL BE LIMITED TO THE ORIGINAL SUBSCRIBERS SUBJECT TO THE PROVISIONS OF ARTICLE XIII OF THESE ARTICLES.

ARTICLE XIII

THIS BUY SELL ARRANGEMENT IS AGREED TO BY ALL SUBSCRIBERS OF THIS CORPORATION AND SHALL BE BINDING TO THE OWNERS, THEIR ESTATES, HEIRS, ASSIGNEES. THE STOCKS SHALL REMAIN IN THE NAME OF THE ORIGINAL OWNER FOR THE EXISTENCE OF THE CORPORATION, UNLESS THE SAID STOCKHOLDER SHALL THROUGH HIS ELECTION DETERMINE A NEED OR REASON TO SELL. IN SUCH EVENT THE STOCKHOLDER SHALL, IN WRITING, NOTIFY ALL STOCKHOLDERS AND DIRECTORS AT THEIR LAST KNOWN ADDRESS, BY REGISTERED RETURN RECEIPT MAIL, OF HIS DESIRE OR INTENT TO SELL. A COPY OF SAID NOTICE SHALL BE MAILED TO THE CORPORATION AT ITS LISTED ADDRESS IN THE SAME MANNER.

UPON RECEIPT OF THIS NOTICE THE STOCKHOLDERS SHALL HAVE A PERIOD OF 30 DAYS, FROM DATE OF LAST RECEIVED DATE AS REFLECTED ON THE RETURN MAIL DELIVERY RECEIPT, IN WHICH TO PRESENT TO THE REQUESTING STOCKHOLDER A CURRENT FINANCIAL STATEMENT REFLECTING THE NET BOOK VALUE OF THE SHARES OWNED BY THE REQUESTING STOCKHOLDER AND A PROPOSAL TO PURCHASE SAID STOCK, EITHER BY THE CORPORATION OR A REGISTERED STOCKHOLDER IN THE CORPORATION. UPON APPROVAL BY THE REQUESTING STOCKHOLDER AND THE CORPORATION A CONTRACT SHALL BE PRESENTED TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL.

IF AGREEMENT IS NOT REACHED WITHIN THIRTY DAYS OF THE DATE OF PRESENTATION, THE REQUESTING STOCKHOLDER IS RELEASED TO OFFER THE STOCK FOR SELL. UPON RECEIPT OF A VALID OFFER THE REQUESTING STOCKHOLDER SHALL NOTIFY THE CORPORATION, OFFICERS, AND STOCKHOLDERS IN WRITING AS DEFINED IN PARAGRAPH ONE (1) ABOVE. THIS NOTICE MUST CONTAIN (1) THE NAME AND ADDRESS OF THE PROPOSED PURCHASER (2) THE INTENDED SELLING PRICE AND TERMS OF SELL. (3) A REQUEST FOR RELEASE FROM THIS AGREEMENT. THE CORPORATION AND STOCKHOLDERS SHALL THEN HAVE THIRTY (30) DAYS IN WHICH TO MATCH SAID OFFER. IN THE EVENT THE CORPORATION OR STOCKHOLDERS ARE UNABLE TO DO SO THE STOCK SHALL BE RELEASED FOR SALE TO OUTSIDER. IF SALE IS AGREED TO BY ALL STOCKHOLDERS, THERE SHALL BE A RELEASE SIGNED BY EACH AND SAID ACTION SHALL BE REFERRED TO THE BOARD OF DIRECTORS AND SO RECORDED ON THE MINUTES OF THE CORPORATION.

ARTICLES OF INCORPORATION
OF
NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC.

(CONTINUED)

IN WITNESS WHEREOF, WE HAVE MADE AND SUBSCRIBED TO THESE ARTICLES
OF INCORPORATION THIS THE 20 DAY OF MAY, 1999 a.d. :

Theresa A. Boswell
THERESA A. BOSWELL

Ronald L. Boswell
RONALD L. BOSWELL.

Alfred B. Legault
ALFRED LEGAULT.

Martha Legault
MARTHA LEGAULT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY ON THIS DAY BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED TO
TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED THESA A. BOSWELL, RONALD L.
BOSWELL, ALFRED LEGAULT, MARTHA LEGAULT WHO ACKNOWLEDGED BEFORE ME
THAT THEY SUBSCRIBED TO THESE ARTICLES OF INCORPORATION.
WITNESS MY HAND AND SEAL THIS 20th DAY OF MAY, 1999 a.d..

William H. Marshall
NOTARY PUBLIC

MY COMMISSION EXPIRES _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST THAT NOTES-R-US DISCOUNT MUSIC MART & COLLECTIBLES, INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT CITY OF PENSACOLA, COUNTY OF ESCAMBIA,
STATE OF FLORIDA, HAS NAMED THRESA A. BOSWELL LOCATED AT
8800 RED WING DRIVE., CITY OF PENSACOLA, COUNTY OF ESCAMBIA,
STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THIS STATE.

ACKNOWLEDGMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN
THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF
SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


RESIDENT AGENT
THRESA A. BOSWELL

FILED
99 MAY 24 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA