

P99008085876

September 22, 1999

Music Buddies, Inc.
13015 Bellerive Lane
Suite 201
Orlando, FL 32828

000002997700--6
-09/27/99-01104-018
*****70.00 *****70.00

Bureau of Corporation Records
Charter Division
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

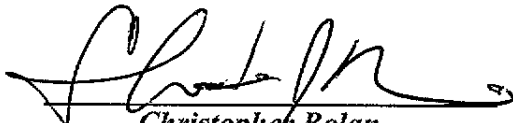
RE: Corporate charter
Music Buddies, Inc.

FILED
99 SEP 27 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FL 32314

The enclosed check is for:

filing fee	\$35.00
registered agent	<u>\$35.00</u>
TOTAL	<u>\$70.00</u>

Please return all documents to the above address.
Thank you.


Christopher Bolan

Enclosure

9-28
WC

**ARTICLES OF INCORPORATION
OF
MUSIC BUDDIES, INC.**

FILED
99 SEP 27 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is *Music Buddies, Inc.*

**ARTICLE TWO
DURATION**

This corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$ 1.00 per share.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *13015 Bellerive Lane, Suite 201, Orlando, FL 32828* and the name of the initial registered agent at such address is *Christopher Bolan*.

**ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

<i>Christopher Bolan</i>	<i>100</i>
<i>Rebecca Bolan</i>	<i>100</i>
<i>Anna Ciccarelli</i>	<i>100</i>
<i>Anthony Ciccarelli</i>	<i>100</i>
<i>Budd Filippo</i>	<i>100</i>
<i>Rosemary Filippo</i>	<i>100</i>

ARTICLE NINE MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

ARTICLE TEN INCORPORATION

The names and addresses of the incorporators are:

*Christopher & Rebecca Bolan
13015 Bellerive Lane
Suite 201
Orlando, FL 32828*

*Anthony & Anna Ciccarelli
6630 Leslie Street
Jupiter, FL 33418*

*Budd & Rosemary Filippo
158 Beacon Street
Jupiter, FL 33469*

ARTICLE ELEVEN AMENDMENTS

The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE
PRINCIPLE OFFICE ADDRESS

The mailing address for the principal office is:

13015 Bellerive Lane
Suite 201
Orlando, FL 32828

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at *13015 Bellerive Lane, Suite 201, Orlando, FL 32828* has named *Christopher Bolan* it's agent to accept service of process within the state.

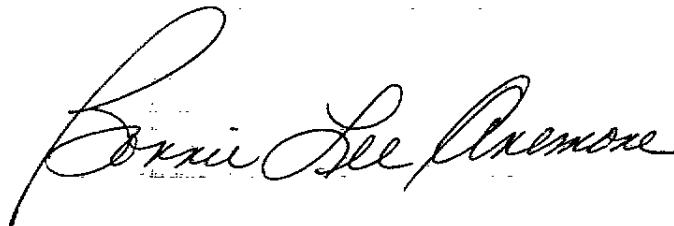
In witness whereof, the undersigned incorporated has executed these Articles of Incorporation this
24 day of September 1999.


Christopher Bolan

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Christopher Bolan* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 24
day of September 1999.



Notary Public
My commission expires:



Bonnie Lee Anemone
My Commission CC864580
Expires September 19, 2003

ACCEPTANCE

I agree as registered agent to accept service of process: To keep an 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 Florida designated address) in some conspicuous place in the office as required by law.


Christopher Bolan

FILED
99 SEP 21 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Christopher Bolan*, known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 24
day of April September 1999.



Notary Public

My commission expires:



Bonnie Lee Anemone

My Commission CC864580

Expires September 19, 2003