

999 0000 91651

RELIANT CORP

11015-A North Dale Mabry
Tampa FL 33618
813-390-4608

October 6, 1999

DIVISION OF CORPORATIONS
Florida Department of State
P. O. Box 6327
Tallahassee Florida 32314

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*****70.00 *****70.00

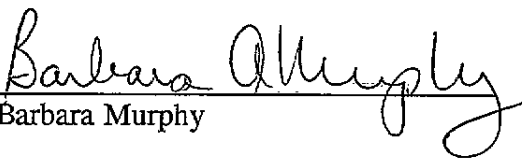
Our Reference: MUSICAL WORKS, INC.

Enclosed please find the following for filing:

ARTICLES OF INCORPORATION - MUSICAL WORKS, INC.

with our check in the amount of \$70.00 to cover filing fees.

Thank you for your assistance.


Barbara Murphy

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 OCT 11 PM 12:23

FILED

**ARTICLES OF INCORPORATION
OF
MUSICAL WORKS INTERNATIONAL, INC.**

FILED
99 OCT 11 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **MUSICAL WORKS INTERNATIONAL, INC.**

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be:

4711 Lodestone Drive
Tampa, Florida 33615

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share. The holder of each share of voting common stock shall be entitled to one (1) vote at a meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

4711 Lodestone Drive, Tampa, Florida 33615.

The name of the corporation's initial registered agent at such address is: Chad C. Spikes.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name
Chad C. Spikes

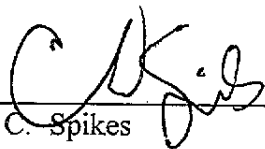
Address
4711 Lodestone Drive
Tampa, Florida 33615

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Chad C. Spikes

REGISTERED AGENT CERTIFICATE

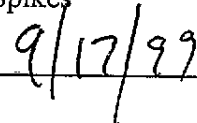
Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Chad C. Spikes

Date:



9/17/99