



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 481343 127826A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 AM 9:34

ORDER DATE : November 15, 1999

ORDER TIME : 3:55 PM

ORDER NO. : 481343-005

500003044885-1

-11/16/99-01001-018

*****78.75 *****78.75

CUSTOMER NO: 127826A

CUSTOMER: Fran R. Barrett, Esq
BARRETT & BARRETT, P.A.
BARRETT & BARRETT, P.A.
Suite C-102
4300 North University Drive
Lauderhill, FL 33351

DOMESTIC FILING

NAME: DOUGLAS YOUNG GUITARS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

RECEIVED
99 NOV 15 PM 4:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JA 11/16/99

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this Corporation is DOUGLAS YOUNG GUITARS, INC.
whose principal place of business is 1300 WEST INDUSTRIAL AVE.
#103, BOYNTON BEACH, FLORIDA 33426.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on
the date of the filing of these Articles 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 100 shares of \$1.00
par value common stock which shall be designated "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 others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 1300 WEST INDUSTRIAL AVE. #103 BOYNTON BEACH,
FLORIDA 33426 and the name of the initial registered agent of this
corporation is DOUGLAS YOUNG.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 Director(s) constituting the
initial Board of Directors. The number of Directors may be either
increased or decreased from time to time by the By-Laws. The
name(s) and address(es) of the initial Board of Directors of this

corporation is (are):

NAME	ADDRESS
DOUGLAS YOUNG	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426
ANDY HOLLAND	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426
WILLIAM MCKENNA	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
DOUGLAS YOUNG	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426
ANDY HOLLAND	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426
WILLIAM MCKENNA	1300 W. INDUSTRIAL AVE #103 BOYNTON BEACH, FL 33426

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of November 1999.

[Signature]
Subscriber DOUGLAS YOUNG

[Signature]
Subscriber ANDY HOLLAND

[Signature]
Subscriber WILLIAM MCKENNA

Subscriber

STATE OF FLORIDA
COUNTY OF Palm Beach

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DOUGLAS YOUNG, ANDY HOLLAND and WILLIAM MCKENNA known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of November, 1999.

[Signature]
Notary Public

My Commission Expires:

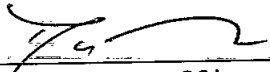


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT DOUGLAS YOUNG GUITARS, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOYNTON BEACH STATE OF FLORIDA, HAS NAMED DOUGLAS YOUNG LOCATED AT 1300 W. INDUSTRIAL AVE #103, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

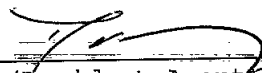

(Corporate Officer)
DOUGLAS YOUNG

TITLE: President
DATE : 11-10-99

FILED
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HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY PERFORMANCE OF MY DUTIES.

SIGNATURE


(Resident Agent)
DOUGLAS YOUNG

DATE

11-10-99