

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

54682

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Faas Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-108 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is _____

Faas Corporation

SECOND: The name which it elects to use in Rhode Island is Faas
Corporation

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Wisconsin

FOURTH: The date of its incorporation is January 24, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 411 E. Wisconsin Ave., Milwaukee WI 53202,
c/o Lawdock, Inc.

SIXTH: The address of its proposed registered office in Rhode Island is P.O. Box 530,
60 Industrial Drive, Westerly RI 02891 and the name of its proposed registered agent in Rhode Island at that address is David Magagna

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to engage in any lawful act or activity within the purposes for which a corporation may transact business under the provisions of the Rhode Island Statutes, including, without limitation, the manufacture and distribution of musical instruments.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John T. Byrnes	Director	770 N. Water St., Milwaukee WI 53202
Charles Faas	Director	2550 S. 170th St., New Berlin WI 53151
	Director	
Charles Faas	President	2550 S. 170th St., New Berlin WI 53151
John T. Byrnes	Vice President	770 N. Water St., Milwaukee WI 53202
John T. Byrnes	Secretary	770 N. Water St., Milwaukee WI 53202
Charles Faas	Treasurer	2550 S. 170th St., New Berlin WI 53151
Patrick M. Ryan	Asst. Secretary	411 E. Wisconsin Ave., Milwaukee WI 53202

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
560,000	Common	---	\$.10

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1	Common	---	\$.10

ELIVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,100,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 2,100,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 4,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 4,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

(R. I. - 2175)

-2-

United States of America

STATE OF WISCONSIN
OFFICE OF THE
SECRETARY OF STATE }
SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
herunto set my hand and affixed the Great
Seal of the State.

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State



BY: *Robert Kaut*

DATE: FEB 28 1986

Corporation Division

ARTICLES OF INCORPORATION
OF
FAAS CORPORATION

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Wisconsin Business Corporation Law, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Faas Corporation.

ARTICLE II

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE III

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Sixty Thousand (560,000) shares, consisting of one class only, designated as "Common Stock," of the par value of Ten Cents Dollar (\$0.10) per share.

ARTICLE IV

Preemptive Rights

No holder of any stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

ARTICLE V

Directors

The number of directors shall be fixed by, or in the manner provided in, the Bylaws.

01 F023384

This document was drafted by:
Donald W. Layden, Jr.
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497

PLEASE RETURN TO:
Donald W. Layden, Jr.
Box 142 (if recorded in Milwaukee
County)
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

CFS/463/63661005
012489

*8.00 mews. Co

STATE OF WISCONSIN
FILED

JAN 24 1989

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

*70.00 + *25.00 Exp.

RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

MAR 1 12 47 PM '89

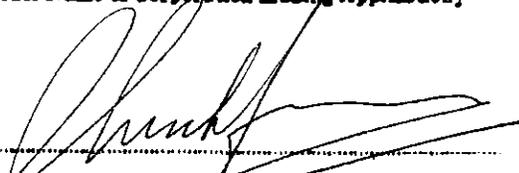
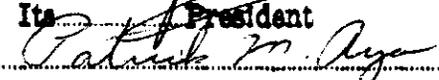
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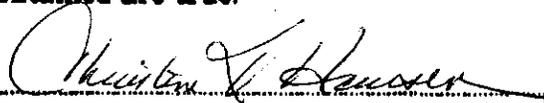
Dated February 28, 19 89

FAAS CORPORATION
[Exact Corporate Name of Corporation Making Application]

By 
Its President
and 
Its Asst. Secretary

STATE OF WISCONSIN }
COUNTY OF MILWAUKEE } Sc.

At Milwaukee, Wisconsin in said County on the 28th day
of February 19 89, before me personally appeared
Charles Faas, who being by me first duly sworn, declared that
he is the President of Faas Corporation,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

State of Wisconsin
My Commission is permanent.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF
FAAS CORPORATION

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
Faas Corporation
for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of

19 .

54682
MLC

RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

MAR 1 10 57 AM '89