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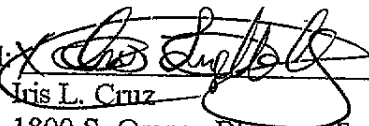
April 27, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Incorporation of **Audio Plus, Inc.**

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75.

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-05/09/01--01072--006
*****78.75 *****78.75

Signed: 
Iris L. Cruz
1800 S. Orange Blossom Tr
Orlando, FL 32805

FILED
01 MAY -9 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 15 2001

4

ARTICLES OF INCORPORATION
OF

Audio Plus, Inc.

ARTICLE I - Name - The name of the corporation shall be:

Audio Plus, Inc.

ARTICLE II - Principal Office - The principal place of business and mailing address of this corporation shall be:

1800 S. Orange Blossom Tr
Orlando, FL 32805

ARTICLE III - Capital Stock - The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 (One Thousand)

ARTICLE IV - Initial Directors and Officers - The names and street addresses of the officers and/or directors are as follows:

President & Director: Iris L. Cruz
12721 Majorama Dr, Orlando, FL

Vice President & Director:

Secretary & Director: Jeffrey Cruz
12721 Majorama Dr, Orlando, FL

Treasurer & Director: Juan Cruz
12721 Majorama Dr, Orlando, FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Initial Registered Agent and Address - The name and address of the initial registered agent is:

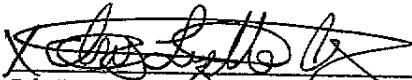
Iris L. Cruz
1800 S. Orange Blossom Tr
Orlando, FL 32805

ARTICLE VI - Incorporator - The name and street address of the incorporator to these Articles of Incorporation is:

Iris L. Cruz
1800 S. Orange Blossom Tr
Orlando, FL 32805


The undersigned has executed these Articles of Incorporation this

4th day of May 2001


Iris L. Cruz, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 4th day of May
2001 by Iris L. Cruz, who [] is personally known to me
or [] produced _____ as identification.


Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL G. MARGIO
COMMISSION # CC757591
EXPIRES 6/15/2002
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Audio Plus, Inc.

2. The name and address of the registered agent and office is:

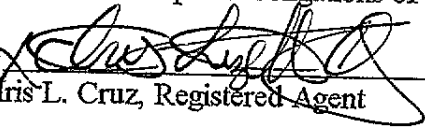
Iris L. Cruz
1800 S. Orange Blossom Tr
Orlando, FL 32805

Signed: 
Iris L. Cruz, Incorporator

Date: 5-24-01

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01 MAY - 9 AM 9:21
TALLAHASSEE, FLORIDA

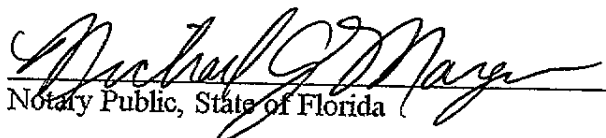
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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

Signed: 
Iris L. Cruz, Registered Agent

Date: 5-04-01

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 9th day of May
2001 by Iris L. Cruz, who is personally known to me
or produced _____ as identification.


Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL G. MARGIO
COMMISSION # CC757591
EXPIRES 8/15/2002
BONDED THRU ASA 1-888-NOTARY1