

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Sonic Boom Music, Inc.

95000010946

NAME _____
 PHONE () _____
 SERVICE: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____
 TO us via _____ Return via _____
 MATTER No.: _____ Express Mail No. _____
 STATE Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		
SUBTOTALS		

FILED
 FEB 9 1995
 10:05 AM
 TALLAHASSEE, FL
 CLERK OF SUPERIOR COURT

FEB 9 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>SW</i>		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

WALK-IN Will Pick Up *2-9* *11:00*

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

SONIC BOOM MUSIC, INC.

FILED

95 FEB -9 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be SONIC BOOM MUSIC, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to sell, trade, advise, and otherwise deal in any and all manner of compact discs, tapes, records, and all other forms of music;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individual, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office and principal office of the corporation is 3651 N. Goldenrod Road, #C-210, Winter Park, Florida 32792. The name of the initial registered agent at such address is Kris Perdew.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

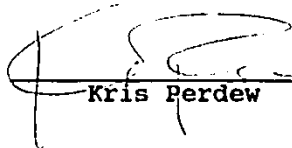
<u>NAME</u>	<u>ADDRESS</u>
Kris Perdew	3651 N. Goldenrod Road, #C-210 Winter Park, Florida 32792

ARTICLE VII

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

<u>NAME</u>	<u>ADDRESS</u>
Kris Perdew	3651 N. Goldenrod Road, #C-210 Winter Park, Florida 32792

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certify that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at the City of Orlando, in the County of Orange, State of Florida, this 2nd day of February, 1995.



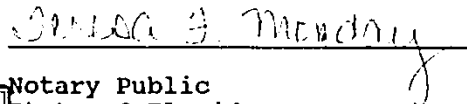
Kris Perdew

STATE OF FLORIDA
COUNTY OF ORANGE

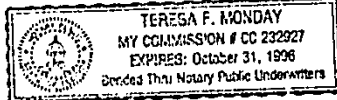
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements and oaths, personally appeared Kris Perdew, () who produced TX DRIVER LICENSE as identification or () who is personally known to me and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 2nd day of February, 1995.

4-# 00137679



Notary Public
State of Florida



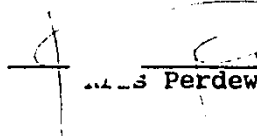
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that SONIC BOOM MUSIC, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Winter Park, County of Orange, State of Florida, has named Kris Perdew, 3651 N. Goldenrod Road, #C-210, Winter Park, Florida 32792, as its agent to accept service of process within this state.

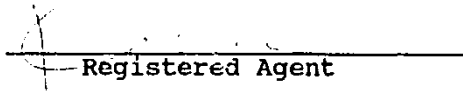
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Kris Perdew

FILED
FEB 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Registered Agent