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September 7, 1995

Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

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-09/14/95--01003--007
***122.50 ***122.50

Dear Secretary of State:

Enclosed please find duplicate original articles of incorporation and designation and acceptance of registered agent along with a check for 122.50 (\$35.00 for filing, \$35.00 for registered agent and \$52.50 for a certified copy of articles)

Please return a certified copy of the articles to this office.

Yours truly,

Laura Bamond
Laura Bamond

cc: John Psaltis

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JAB
9/15/95

**ARTICLES OF INCORPORATION
OF
TIERRA SOUND, INC.**

FILED
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ARTICLE I

Name

The name of the corporation is Tierra Sound, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business and the mailing address of the corporation are:

411 19th Street South
St. Petersburg, FL 33712

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the corporation is:

411 19th Street South
St. Petersburg, FL 33712

and the name of the registered agent at that address is John P. Psaltis.

ARTICLE V

Authorized Shares

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI

Directors

The initial board of directors one director. The name and address of the initial director is:

John B. Psaltis
411 19th Street South
St. Petersburg, FL 33712

ARTICLE VII

Incorporators

The name and address of the incorporator is:

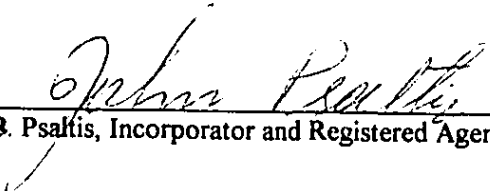
John B. Psaltis
411 19th Street South
St. Petersburg, FL 33712

ARTICLE VII

Commencement of Existence

The corporation's existence shall commence upon the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 7 day
of SEPT., 1995.



John B. Psaltis, Incorporator and Registered Agent

DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following information designating its registered office and registered agent in Florida.

1. The name of the corporation is: Tierra Sound, Inc.
2. The address of the registered office is: 411 19th Street S., St. Petersburg, FL 33712.
3. The name of the registered agent at the registered office is: John B. Psaltis.

Dated: SEPT 7 1995

Tierra Sound, Inc.

By: John B. Psaltis
John B. Psaltis, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, John B. Psaltis, having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in this certificate, 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.

By: John B. Psaltis
John B. Psaltis, Registered Agent