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OFFICE  
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June 30, 1997

Florida Department of Revenue  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: SIGHT & SOUND DEPOT, INC.

Dear Sir or Madam:

Enclosed are Articles of Incorporation (in duplicate) in connection with the above-referenced corporation, together with a check in the amount of \$122.50 for the filing fee and return of a certified copy of same.

If there is anything further that you might need, please do not hesitate to call.

Sincerely,

  
Joseph P. Dudley

JPD:mg  
enc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**SIGHT & SOUND DEPOT, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be SIGHT & SOUND DEPOT, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue ONE THOUSAND (1000) par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer Restrictions Imposed  
By This Corporation's Articles Of Incorporation, A Copy Of Which Is On  
File At This Corporation's Principal Office."

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

President/Treasurer	Robert M. Howard 201 S. Scott Avenue Sanford, Florida 32771
Vice-President	Jay R. Brislenn 748 Neuse Avenue Orlando, Florida 32804
Secretary	Susan A. Howard 201 S. Scott Avenue Sanford, Florida 32771

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The physical address and the mailing address of this corporation's principal office is: 3352 S. Hwy. 17-92, Casselberry, Seminole County, Florida 32707.

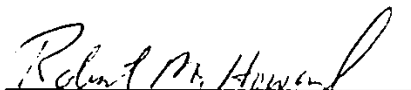
The name and address of the individual who shall serve as this corporation's initial registered agent at that address is: Joseph P. Dudley, Attorney at Law, 403 Downing Street, New Smyrna Beach, Florida 32168.

**ARTICLE X. INCORPORATORS**


The name and address of the individual who shall serve as this corporation's incorporator are: Robert M. Howard, 201 S. Scott Avenue, Sanford, Florida 32771.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Robert M. Howard

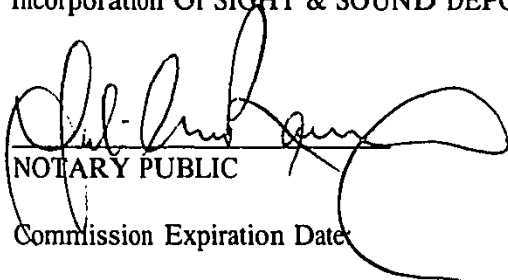
I hereby accept my designation as resident agent and agree to serve as the resident agent SIGHT & SOUND DEPOT, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SIGHT & SOUND DEPOT, INC.

  
Joseph P. Dudley, Registered Agent

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STATE OF FLORIDA  
COUNTY OF VOLUSIA

On June 19, 1997, JOSEPH P. DUDLEY, who is personally known and designated above as the individual who shall serve as the corporation's initial registered agent, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of SIGHT & SOUND DEPOT, INC., and who did not take an oath.

  
NOTARY PUBLIC  
Commission Expiration Date:

(Seal)



STATE OF FLORIDA  
COUNTY OF SEMINOLE

On June 19, 1997, ROBERT M. HOWARD, who provided Personally  
KNOW as identification, the individual designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of SIGHT & SOUND DEPOT, INC.

  
NOTARY PUBLIC



Joseph P. Dudley  
MY COMMISSION # CC534522 EXPIRES  
April 29, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Commission Expiration Date:

(Seal)