



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 715276 80981A

AUTHORIZATION

Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : February 23, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 715276-005

500002437385--9

CUSTOMER NO: 80981A

W98-3926

CUSTOMER: John F. Wendel, Esq
Wendel Chritton & Parks
5300 S. Florida Avenue

Lakeland, FL 33813

FOREIGN FILINGS

NAME: SOUND CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 12:07
3 1/2
RECEIVED
98 FEB 23 AM 10:51
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 23, 1998

CSC

SUBJECT: SOUND CORP.

Ref. Number: W98000003926

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00010083

RESUBMIT

Please give original
submission date as file date.

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned George Rollar (Name), do hereby certify

that this Resolution of the Board of Directors of Sound Corp.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada

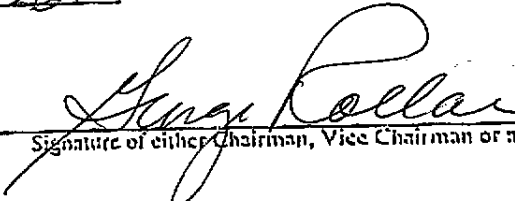
was duly adopted on February 26, 19 98

Be it resolved, that 1 Sound Corp. (Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

Silver Sound Corp. for use in FILED

Dated: February 26, 1998


Signature of either Chairman, Vice Chairman or any officer

George Rollar

Type or print name

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DIVISION OF CORPORATIONS
98 FEB 28 PM 12:07

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DIVISION OF CORPORATIONS
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Application By Foreign Corporation For
Authorization To Transact Business In Florida

Sound Corp.

Attachment

8. The corporation has the authority to engage in any lawful business or activity, but is not presently engaged in business in Florida and has no present intention to become so engaged. This application is filed to satisfy the requirements of a Florida court order entered in connection with pending litigation to which the corporation is a party.

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B. Officers:

President: George Rollar
Address: 318 N. Carson Street, Suite 214
Carson City, NV 89701

Vice President: None
Address: _____

Secretary: None
Address: _____

Treasurer: None
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

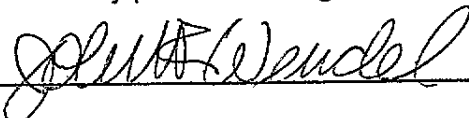
10. Name and Street address of Florida registered agent:

Name: John F. Wendel, Attorney
Office Address: 5300 South Florida Avenue
Lakeland, Florida 33813
Zip Code 07

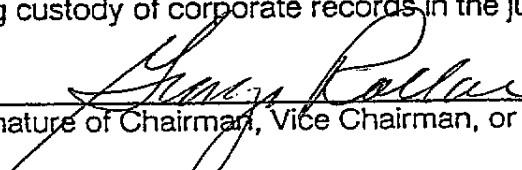
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11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

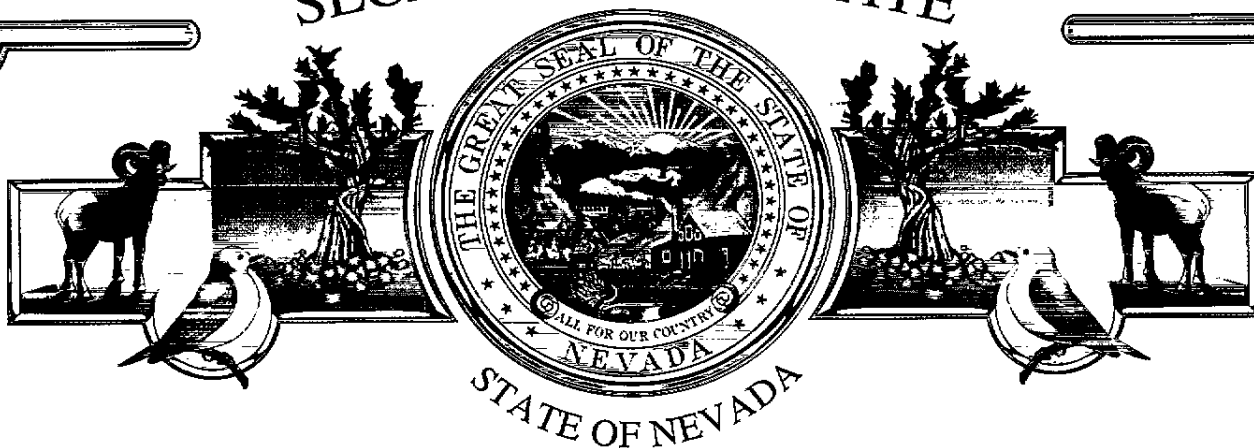
Registered agent's signature: 

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. George Rollar, President
(Name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SOUND CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 30, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 10, 1998.



Dean Heller

Secretary of State

By

Wendy

Certification Clerk

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DIVISION OF CORPORATIONS
FEB 23 PM 1:12 '98