

P00000001531

ANDREW N. MCINTIRE  
5338 N. ORANGE AVENUE  
WINTER PARK, FL 32792  
(407) 467-5836

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 DEC 30 AM 10:14

FILED

December 29, 1999

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VIA FEDEX

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
1-1-00

RE: ARTICLES OF INCORPORATION - DHARMASOUND, INC.

Dear Sirs:

Enclosed are the original and one (1) copy of the proposed Articles of Incorporation for DHARMASOUND, INC. Please approve and file the original and certify the copy and return it to me. Further, please also find enclosed a certificate designating a change of the Registered Agent for the corporation.

As well, enclosed is a check payable to the Secretary of State for the following charges:

1. Filing Articles Fee	\$ 35.00
2. Filing Registered Agent's Certificate	\$ 35.00
3. Certified Copy	\$ 8.75
TOTAL:	\$ 78.75

Thank you for your assistance in this matter. Of course, please advise if there is anything further that is required.

Very truly yours,

*Andrew N. McIntire*

Andrew N. McIntire

AM/

CHECK ENCLOSED

A. Howell JAN 6 2000

FILED

1999 DEC 30 AM 10:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DHARMASOUND, INC.

EFFECTIVE DATE  
1-1-00

The undersigned, acting as incorporator of DHARMASOUND, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is DHARMASOUND, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 1, 2000.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5338 N. Orange Avenue, Winter Park, FL 32792.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is

ARTICLES OF INCORPORATION OF DHARMASOUND, INC.  
(CONTINUED)

authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that

ARTICLES OF INCORPORATION OF DHARMASOUND, INC.  
(CONTINUED)

may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of the corporation is 5338 N. Orange Avenue, Winter Park, FL 32792, and the name of the corporation's initial registered agent is DOUGLAS A. McDUFFE, ESQUIRE.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The names and street addresses of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREW N. McINTIRE	5338 N. Orange Avenue WINTER PARK, FL 32792

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREW N. McINTIRE	5338 N. ORANGE AVENUE WINTER PARK, FL 32792

ARTICLES OF INCORPORATION OF DHARMASOUND, INC.  
(CONTINUED)

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

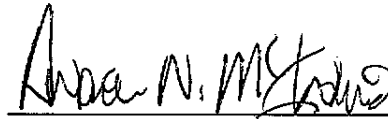
ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by

ARTICLES OF INCORPORATION OF DHARMASOUND, INC.  
(CONTINUED)

them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of December, 1999.




ANDREW N. McINTIRE, Incorporator


STATE OF FLORIDA

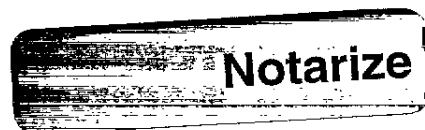
COUNTY OF Orange


} SS 264-71-6316

The foregoing instrument was acknowledged before me this 29 day of December, 1999 by ANDREW N. McINTIRE, who is personally known to me, or who has provided a Florida Driver's License as identification.

  
NOTARY PUBLIC, State of Florida  
at Large  
Serial No.

 Nancy A Meskill  
★ My Commission CC752723  
Expires August 23, 2002



 Nancy A Meskill  
★ My Commission CC752723  
Expires August 23, 2002

FILED

1999 DEC 30 AM 10:15

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

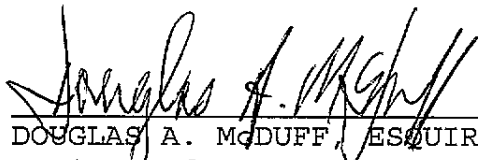
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: DHARMASOUND, INC.
2. The name and address of the registered agent and office is: DOUGLAS A. McDUFF, ESQUIRE, 2121 PONCE DE LEON BOULEVARD, SUITE 630, CORAL GABLES, FL 33134.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above named 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 am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
DOUGLAS A. McDUFF, ESQUIRE  
Registered Agent