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\*\*\*\*\*87.50 \*\*\*\*\*87.50

February 10, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: AudioPerformance.com, Inc.

Gentlemen:

Enclosed herewith please find the following regarding the above captioned corporation:

1. Original and two (2) copies of the Articles of Incorporation.
2. Check in the amount of \$87.50.

Kindly return to this office at your earliest convenience a certified copy of the Certificate of Incorporation.

Very truly yours,

VA   
Valeria Arias

VA:ms  
Encls.

FILED  
00 FEB 11 PM 5:29  
TALLAHASSEE, FLORIDA

8/16

ARTICLES OF INCORPORATION

OF

AUDIOPERFORMANCE.COM, *Inc.*

ARTICLE I - NAME

The name of the corporation is:

AUDIOPERFORMANCE.COM, INC.

FILED  
00 FEB 11 PM 5:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, engaged in any lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Lido Drive, Ft. Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation at that address is Alexander S. Gary.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 321 Lido Drive, Ft. Lauderdale, Florida 33301.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Alexander S. Gary  
321 Lido Drive  
Ft. Lauderdale, Florida 33301

ARTICLE VIII - OFFICERS

The names and addresses of the first officers of the corporation are as follows:

PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER:

Alexander S. Gary  
321 Lido Drive  
Ft. Lauderdale, Florida 33301

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Alexander S. Gary  
321 Lido Drive  
Ft. Lauderdale, Florida 33301

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any current officer, director, employee or agent of the corporation or any former officer, director, employee or agent as permitted by Florida Statute 607.0850, as amended from time to time, and to the full extent permitted by law.

ARTICLE XI - AMENDMENT

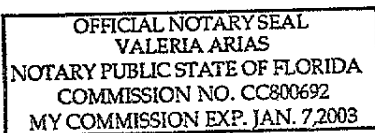
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

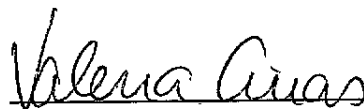
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of February, 2000.

  
ALEXANDER S. GARY

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 9 day of February, 2000, by Alexander S. Gary, who is personally known to me or who has produced Florida Driver's License and who did take an oath.





Name:

Notary Public-State of Florida

Commission No.:

My Commission Expires:

FILED  
00 FEB 11 PM 5:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING AGENT

BE IT KNOWN THAT:

AudioPerformance.com, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 321 Lido Drive, Ft. Lauderdale, Florida 33301 has named Alexander S. Gary, whose address is 321 Lido Drive, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

AudioPerformance.com, Inc.

by:

  
Alexander S. Gary

DATED this 9 day of February, 2000.

FILED  
00 FEB 11 PM 5:30  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for AudioPerformance.com, Inc. at 321 Lido Drive, Ft. Lauderdale, Florida 33301, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

  
Alexander S. Gary

DATED this 2 day of February, 2000.