

P 00000055581

KENNETH R. WALL, P.A.

CERTIFIED PUBLIC ACCOUNTANT

(407) 777-6702

1680 Highway A1A • P.O. Box 372408
Satellite Beach, Florida 32937

Fax (407) 779-8243

May 26, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
JUN 31 PM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FUSIONTUNES, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and designation of registered agent with a check for \$87.50 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
Total	<u>\$87.50</u>

Please mail all official documents to:

Kenneth R. Wall, CPA
1680 Highway A1A, Suite 4
Satellite Beach, FL 32937

7000003271707--9
-05/31/00--01038--006
*****87.50 *****87.50

Daytime telephone number: 321-777-6702

If you have any questions or need additional information, please be sure to call me.

Sincerely,



Kenneth R. Wall

F. CHESNEY

JUN 9 2000

ARTICLES OF INCORPORATION
OF
FUSIONTUNES, INC.

FILED
JULY 31 PM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
FUSIONTUNES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00
par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1680 Highway A1A, Suite 4, Satellite Beach, Florida 32937, and the name of the initial registered agent of this corporation at that address is Kenneth R. Wall.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. the name and address of the initial director of this corporation is:

KENNETH R. WALL
1680 HIGHWAY A1A, SUITE 4
SATELLITE BEACH, FL 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1680 Highway A1A, Suite 4, Satellite Beach, FL 32937, and the mailing address of the corporation is 1680 Highway A1A, Suite 4, Satellite Beach, FL 32937.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

KENNETH R. WALL
1680 HIGHWAY A1A, SUITE 4
SATELLITE BEACH, FL 32937

ARTICLE X. - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 26th day of May, 2000.

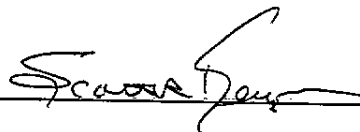


KENNETH R. WALL

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KENNETH R. WALL to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS by hand and official seal in the County and State named above this 26th day of May, 2000.



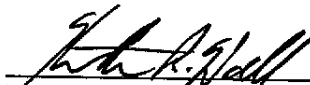


DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That FUSIONTUNES, INC., desiring to organize under Statutes
of the State of Florida, with its principal office at 1680
Highway A1A, Suite 4, Satellite Beach, FL 32937 has named KENNETH
R. WALL located at 1680 Highway A1A, Suite 4, Satellite Beach, FL
32937 as its agent to accept service of process within this state.
ACKNOWLEDGEMENT;

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.


KENNETH R. WALL
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO MAY 31 PM 9:20

FILED