

J. I. Stover & Co., Inc, Accountants

4310 McCorvey Road
Deland, Florida 32724

Phone 904-734-0074

P00000110394

November 16 2000

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301
Attn: Corporate Division

Re: ACR Sound Entertainment, Inc.

Dear Sir or Madam,,

Enclosed herewith are the original Articles of Incorporation of the above named corporation together with a check for the amount of \$ 70.00 to cover the various fees required by the department of State, State of Florida. The marked area below indicates our preference regarding the Certified Copy of the Articles.

() Please find included in the attached check the amount of \$ 52.50 as payment for the copy.

(XXX) Please advise of your acceptance and document number.

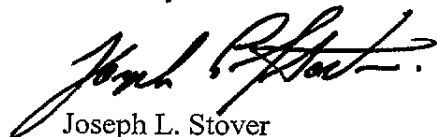
Please note that the Articles of Incorporation include designation of and acceptance by the Registered Agent. Also please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgment of the Articles rather than as of the date of filing.

In the event the corporate name as submitted cannot be utilized the following proposed alternate names, in the order of preference as listed can be substituted, without any additional verification being required from us.

- 1.) NONE
- 2.) NONE

Thanking You in Advance

Sincerely,


Joseph L. Stover

JS/jls

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**ARTICLES OF INCORPORATION
OF
ACR Sound Entertainment, Inc.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name of this corporation shall be ACR Sound Entertainment, Inc. whose address is 1515 Covered Bridge Road, Deland Florida 32724

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgement of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation existence shall be perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation shall solely engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a par value of \$ 1.00.

FILED
NOV 27 AM 9:11
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ACR Sound Entertainment, Inc.**

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation shall be: Ana Randolph.

The street address if the initial registered office of this corporation shall be: 1515 Covered Bridge Road, Deland, Florida 32724

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold office until the first annual meeting of Shareholders or until their resignation, removal from office or death.

1.) Ana Cristinna Randolph, Pres//Sec. 1515 Covered Bridge Road, Deland Fl. 32720

2.) Ana Randolph, Treasurer 1515 Covered Bridge Road ,Deland, Fl. 32720

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator shall be: Joseph L. Stover, 4310 McCorvey Road, Deland, Fl. 32724

**ARTICLES OF INCORPORATION
OF
ACR Sound Entertainment, Inc.**


ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to reservation.

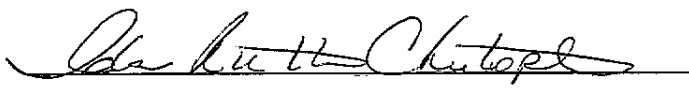
IN WITNESS WHEREOF, the incorporator has executed these articles this 20 day of November, 2000



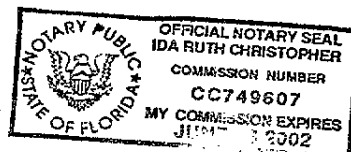
Incorporator.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 20th day of November, 2000, Joseph L. Stover who is personally known to me or who has produced a Florida drivers license as identification and who did/did not take an oath.



Ida Ruth Christopher
Type/Print Notary Name:



**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

ACR SOUND ENTERTAINMENT, INC.

**IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED:**

That the above named corporation, desiring to organize and qualify under the laws of the State of Florida, has named the following person to be Registered Agent to accept Service of Process in the State of Florida at principal place of business of the Corporation.

Registered Agent: ANNA RANDOLPH
Address: 1515 COVERED BRIDGE ROAD
City: DELAND, FLORIDA 32720

Ana Cristina Randolph
Title: President

Date: Nov 16, 2000

SECOND ACCEPTANCE

Having been named to accept Service of Process for the above named corporation, at the place designated in the herein certificate, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

Ana C. Rosa - Randolph
Registered Agent

Date: Nov 16 - 2000