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ACCOUNT NO. : 072100000032

REFERENCE : 929236 3760A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : December 12, 2000

ORDER TIME : 2:14 PM

ORDER NO. : 929236-005

CUSTOMER NO: 3760A

CUSTOMER: Ms. Nancy Grissett
Gregory M. Wilson, Esq

29 East Pine Street

Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 1:10

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DOMESTIC FILING

NAME: CINEMA SOUND GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 DEC 19 AM 9:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/19/00

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
CINEMA SOUND GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CINEMA SOUND GROUP, INC.

The address of the principal office of this corporation shall be 7212 Greenville Court, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7212 Greenville Court, Orlando, Florida 32819, and the name of the initial registered agent of the corporation at that address is Robert Foglia.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Joseph A. Foglia
Dir.

7217 Greenville Court
Orlando, Florida 32819

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on December 18, 2000.

CORPORATION SERVICE COMPANY

By:


It's Agent Lynette Coleman

njh

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT FOGLIA, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CINEMA SOUND GROUP, INC.

ROBERT FOGLIA is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: ROBERT FOGLIA

njh