



Erik V. Korzilius, P.A.



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Erik V. Korzilius
Attorney at Law

Real Estate Law
Business Law

Title Insurance
Wills - Trusts - Estate Planning

Environmental Law
Corporate Law

Bruce P. Korzilius
Special Consultant
(Not a Member of the Florida Bar)

December 13, 2000

P00000116719

SENT VIA OVERNIGHT COURIER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 AM 11:38

FILED

SUBJECT: HIGH OCTANE AUDIO, INC.

Enclosed is an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Robert Antoinette
7375 Manasota Key Road
Englewood, Florida 34223
(941) 726-3033

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-12/19/00--01019--007
*****78.75 *****78.75

Please return the filed Articles and Certificate of Status with the enclosed UPS overnight label.

Sincerely,

Erik V. Korzilius

Enclosures

F. CHESLER

DEC 22 2000

ARTICLES OF INCORPORATION
OF
HIGH OCTANE AUDIO, INC.

FILED
00 DEC 18 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of *Florida Statutes* Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HIGH OCTANE AUDIO, INC.

ARTICLE II

The existence of the corporation shall begin upon the filing of these Articles with the Florida Department of State, Division of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is 7375 Manasota Key Road, Englewood, Florida 34223.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 743 Shamrock Boulevard, Venice, Florida 34293. The initial registered agent for the Corporation at that address is ERIK V. KORZILIUS.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Robert Antoinette	7375 Manasota Key Road, Englewood, Florida 34223
Carol Antoinette	7375 Manasota Key Road, Englewood, Florida 34223

ARTICLE VII


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

Name	Address
Robert Antoinette	7375 Manasota Key Road, Englewood, Florida 34223

ARTICLE VIII

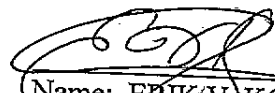
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of December, 2000.


Name: ROBERT ANTOINETTE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HIGH OCTANE AUDIO, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statutes* §607.0501(3).


Name: ERIK V. KORZILIUS
Date: December 13, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA