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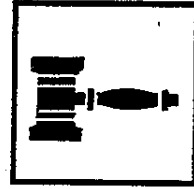
2715 N. Cocoa Boulevard (U.S. 1)

Cocoa, Florida 32922

~~(407)~~ 633-9353



321



March 9, 20*01*

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

400003877534--8

-03/19/01-01060-013

*****78.75 *****78.75

Re: *Audio Icons Inc*

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ *78.75* is enclosed for filing.

Please file the original of the enclosed Articles of Incorporation and return to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

01 MAR 19 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P# 3/22/01

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01 MAR 19 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUDIO ICONS INC.

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be AUDIO ICONS INC.
The principal place of business of this corporation shall be:
5052 Privet Place Suite D, Delray Beach, Florida 33484.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
thirty six million (36,000,000) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

FRANK IANNOTTI CEZAR
165 Bel Aire Drive
Merritt Island, Florida 32952

ARTICLE VI INCORPORATORS

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

FRANK IANNOTTI CEZAR
165 Bel Aire Drive
Merritt Island, Florida 32952


IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 9 day of March, 2001.


FRANK IANNOTTI CEZAR
Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the
undersigned corporation, organized under the laws of the State of Florida,
submits the following statement in designating the registered
office/registered agent, in the State of Florida.

1. The name of the corporation: AUDIO ICONS INC.
2. The name and address of the registered agent and office is:
FRANK IANNOTTI CEZAR of 5052 Privet Place Suite D, Delray Beach,
Florida 33484.


FRANK IANNOTTI CEZAR
Resident
Title: _____
Date: 3/9/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


FRANK IANNOTTI-CEZAR
Registered Agent:

Date: 3/9/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA