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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P O BOX 6327
TALLAHASSEE FL 32314

SUBJECT : SOUNDVISION OF THE EMERALD COAST INC..

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR:

\$78.75 - FILING FEE AND CERTIFIED COPY (AN ADDITIONAL COPY IS ATTACHED)

FROM: SOUNDVISION OF THE EMERALD COAST INC.
DAVID R LARUMBE, REGISTERED AGENT
58 TURTLE COURT
SANTA ROSA BEACH FL 32459

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FILED
01 JUN -4 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-8-01
HCC

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE- NAME

THE NAME OF THE CORPORATION SHALL BE:

SOUNDVISION OF THE EMERALD COAST INC.

ARTICLE TWO- PRINCIPLE OFFICE

THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

58 TURTLE COURT
SANTA ROSA BEACH FL 32459

ARTICLE THREE – MAILING ADDRESS

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE

58 TURTLE COURT
SANTA ROSA BEACH FL 32459

ARTICLE FOUR- SHARES

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

1000 SHARES OF ONE DOLLAR PAR (\$1.00) VALUE COMMON STOCK

ARTICLE FIVE – INTIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DAVID R LARUMBE
58 TURTLE COURT
SANTA ROSA BEACH FL 32459

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ARTICLE SIX – INCORPORATORS

THE NAMES AND SOCIAL SECURITY NUMBERS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

DAVID R LARUMBE 409-29-3298

JACQUELINE C LARUMBE 249-25-7134

ARTICLE SEVEN – OFFICERS

THE NAMES AND TITLES OF THE INITIAL OFFICERS OF THE CORPORATION ARE:

DAVID R LARUMBE	PRESIDENT
JACQUELINE C LARUMBE	SECRETARY/TREASURER

ARTICLE EIGHT – THIS CORPORATION SHALL HAVE A PERTUAL EXISTENCE.

ARTICLE NINE – NATURE OF BUSINESS POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY BUSINESS UNDER THE LAWS OF THIS STATE OF FLORIDA.

ARTICLE TEN – CUMULATIVE VOTING

EACH SHAREHOLDER ENTITLED TO VOTE SHALL HAVE A NUMBER OF VOTES EQUAL TO THE NUMBER OF VOTING SHARES HELD BY THE SHAREHOLDER.

ARTICLE ELEVEN – AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE STOCKHOLDERS.

ARTICLE TWELVE – INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY INCREASE BY THE BY-LAWS.

THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

DAVID R LARUMBE AND JACQUELINE C LARUMBE

ARTICLE THIRTEEN – TAX ARTICLE

IT IS THE INTENTION OF THIS CHARTER THAT THE DIRECTOR SHALL SELL THE CAPITAL STOCK OF THIS CORPORATION IN ACCORDANCE WITH THE CONDITIONS OF SECTION 1242-1244, INCLUSIVE, OF THE INTERNAL REVEUNE SERVICE CODE.

ARTICLE FOURTEEN – PREEMPTIVE RIGHTS

EVERY SHAREHOLDER OF THIS CORPORATION UPON THE SALE FOR CASH OF ANY STOCK OF THIS CORPORATION WHICH IS HELD BY ANOTHER SHAREHOLDER OF THIS CORPORATION SHALL HAVE THE INITIAL RIGHT TO PURCHASE THAT STOCK AT THE PRICE IT WILL BE OFFERED TO OTHERS OUTSIDE OF THE CORPORATION.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 31st DAY OF May, 2001.

STATE OF FLORIDA
COUNTY OF ~~OKALOOSA~~ WALTON

THE FOREGOING INSTRUMENT WAS SUBSCRIBED AND SWORN TO BEFORE ME THIS 31
DAY OF MAY, 2001.

Barbara A. Tanner

NOTARY PUBLIC

MY COMMISSION EXPIRES 5-5-2002



Barbara A. Tanner
Commission # CC 739189
Expires May 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROCESS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT.

1. THE NAME OF THE CORPORATION IS: SOUNDVISION OF THE EMERALD COAST INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

DAVID R LARUMBE
58 TURTLE COURT
SANTA ROSA BEACH FL 32459
850-267-9467

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT
DAVID R LARUMBE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA