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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

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-09/14/01--01034--005
*****78.75 *****78.75

SUBJECT: AUDIO EXCEL INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$ 78.75

To pay for the filing fee and a certified copy.

From: Juan C. Gutierrez
260 53 Street SW
Naples, Fl. 34116

Daytime Tel.# (941) 434-1975

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AUDIO EXCEL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

AUDIO EXCEL, INC.

The principal place of business of this corporation shall be:

2660 53 Street SW
Naples, Fl. 34116

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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 of America, 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 par value that this corporation is authorized to have outstanding at any one time is 1,000 x \$1.00 = \$1,000.00.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS AND DIRECTORS

The number and address of the initial officers if any who shall hold office the first year of the corporation's existence or until his successor is elected is:

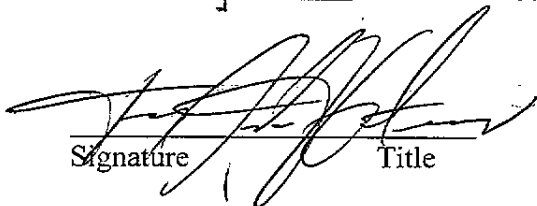
Juan C. Gutierrez President Secretary and Treasurer
2660 53 Street SW
Naples, FL. 34116

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

Juan C. Gutierrez (1,000 common shares)
2660 53 Street SW
Naples, FL. 34116

The undersigned executed these articles of incorporation this 1st day of
July of 2001.


Signature Title PRESIDENT.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501 of 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 is:

Audio Excel, Inc

- 2) The name and address of the registered agent and office is:

Juan C. Gutierrez

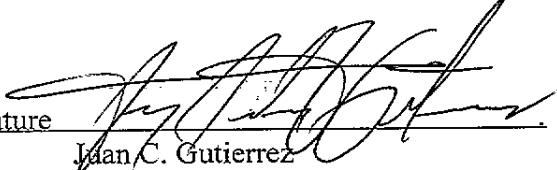
2660 53 Street SW

Naples, FL 34116

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 2660 53 STREET SW, NAPLES, FL 34116 AS REGISTERED AGENT AND AGREES TO ACT IN THAT CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I DECLARE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Juan C. Gutierrez

Date

7-1-01