

FROM : COX & NICI
Division of Corporations

FAX NO. : 941 659-4496

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
SOUND INVESTMENTS OF SOUTH FLORIDA, INC.

Certificate of Status	1
Certified Copy	1
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DEC 14 2001

ARTICLES OF INCORPORATION
OF
SOUND INVESTMENTS OF SOUTH FLORIDA, INC.

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Sound Investments of South Florida, Inc.

SECOND: The initial principal office or mailing address of the Corporation is:

3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Joe B. Cox

FIFTH: The name and address of the sole incorporator of the Corporation is:

Joe B. Cox
c/o Cox & Nici
3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Gary Davis, Director
3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

FROM : COX & NICI

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NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 14 day of Dec, 2001.

By: Joe B. Cox
Joe B. Cox

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Sound Investments of South Florida, Inc.
2. The name and address of the registered agent and office is:

Joe B. Cox
c/o Cox & Nici
3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

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.

Dated: 12-14, 2000

By: _____

Joe B. Cox
Initial Registered Agent