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R O M A N & R O M A N

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FILED
01 DEC 26 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 19, 2001

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/26/01--01046--005
*****78.75 *****78.75

Re: Clear Sound Audio FLA, Inc.

Dear Sir/Madam:

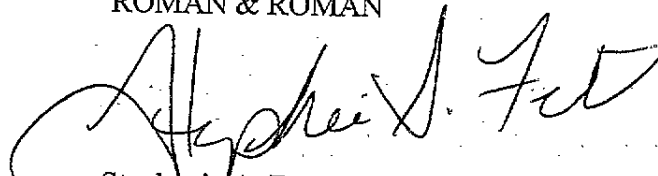
Enclosed please find the original Articles of Incorporation for the above-referenced corporation which we would like to file with the Secretary of State. We have also enclosed our check made payable to the Secretary of State in the amount of \$78.75 to cover the cost of filing same. Once the Articles have been filed, please forward the filed Articles to my office at the above address.

Thank you for your prompt attention to this matter. Please contact me at the above telephone number should you have any questions.

Very truly yours,

EFFECTIVE DATE
1-1-02

ROMAN & ROMAN


Stephenie A. Fenton

Enclosures

12-27-01
WCC

ARTICLES OF INCORPORATION
OF
CLEAR SOUND AUDIO FLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the Corporation is **CLEAR SOUND AUDIO FLA, INC.**

ARTICLE II - Commencement and Duration

The Corporation is to commence its corporate existence on January 1, 2002 and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

EFFECTIVE DATE

1-1-02

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Principal Office

The initial principal office of the Corporation will be located at 11538 117th Avenue North, Unit B, Largo, Florida 33778.

ARTICLE V - Stated Capital

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time

in accordance with the Bylaws of the Corporation. The name and street address of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

<u>Name</u>	<u>Address</u>
MELODIE R. PANKEY	13088 Farmington Trail Seminole, Florida 33776
PETER L. MASSARO	11538 117th Avenue North, Unit B, Largo, Florida 33778

ARTICLE VII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE X - Incorporator

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

<u>Name</u>	<u>Address</u>
ROMAN & ROMAN	2196 Main Street, Suite L Dunedin, FL 34698

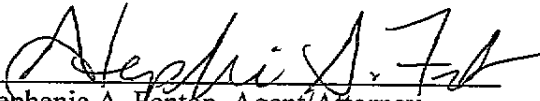
ARTICLE XI - Initial Registered Office and Registered Agent

The initial Registered Agent and its address at the Registered Office of the Corporation is:
ROMAN & ROMAN, 2196 Main Street, Suite L, Dunedin, Florida 34698.

Acknowledgment of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ROMAN & ROMAN, P.A.

By: 
Stephenie A. Fenton, Agent/Attorney

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 19th day of December, 2001.

ROMAN & ROMAN, P.A.

By: 
Stephenie A. Fenton, Agent/Attorney

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TALLAHASSEE, FLORIDA