

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000048123

Eco-Sound Enterprises, Inc.

900005418409-9
-05/01/02-01052-013
*****78.75 *****78.75

Please
Asap!



Signature

Requested by:

Name SL Date 5/1/02 Time 1:00

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

RECEIVED
02 MAY - 1 PM 2:41
TALLAHASSEE
FLORIDA

2002 MAY - 1 AM 9:14
TALLAHASSEE
FLORIDA

5/2/02

4/30/02

ARTICLES OF INCORPORATION

of

Eco-Sound Enterprises, Inc.

ARTICLE I. NAME AND ADDRESS

The name of this Corporation is Eco-Sound Enterprises, Inc., and the address of the Corporation shall be 14909 Horseshoe Trace, West Palm Beach, Florida 33414-4053.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This Corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This Corporation is organized for the purpose of the transaction of any lawful business.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue one hundred thousand (100,000) common shares of \$0.001 (dollars) par value capital stock which stock shall be of one class only which shall be common voting stock.

ARTICLE VI. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. For the first year of existence of this Corporation, every shareholder so authorized by the Board of Directors at the time of his or her initial acquisition of capital stock shall, upon the sale for cash by this Corporation of any new capital stock, have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

2002 MAY -1 AM 9:14
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this Corporation is 14909 Horseshoe Trace, West Palm Beach, Florida 33414-4053. The name of the initial registered agent for this Corporation at that address is Diane Rice.

ARTICLE VIII. BOARD OF DIRECTORS

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

ARTICLE IX. MANAGEMENT OF CORPORATION

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. All corporate powers shall be exercised by the Board of Directors.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Gregg Rasor. The business address of the incorporator is 6658 Eastview Drive, Lantana, FL 33462-3910.


ARTICLE XI. INDEMNIFICATION

This Corporation shall indemnify any director or officer to the full extent as provided for by law.

ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of April, 2002.

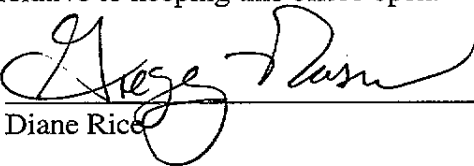


Gregg Rasor
Attorney At Law
6658 Eastview Drive
Lantana, Florida 33462

Florida Bar No. 0075957

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named 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 Florida Law relative to keeping this office open.



Diane Rice

By Gregg Rasor as Attorney In Fact
6658 Eastview Drive
Lantana, Florida 33462

Florida Bar No. 0075957

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

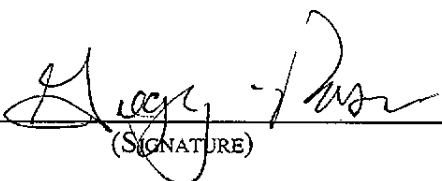
1. The name of the corporation is Eco-Sound Enterprises, Inc.

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

Diane Rice
(NAME)
14909 Horseshoe Trace
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)
West Palm Beach, Florida 33414+4053
(CITY/STATE/ZIP)

2002 MAY -1 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.


(SIGNATURE)

4/30/2002
(DATE)

Diane Rice

By Gregg Rasor as Attorney In Fact
6658 Eastview Drive
Lantana, Florida 33462

Florida Bar No. 0075957

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314