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ROBERT J. CAPKO, P.A.  
ATTORNEY AT LAW

BAY TREE CENTER  
365 WAYMONT COURT, SUITE 105  
P.O. BOX 951561 (ZIP 32795-1561)  
LAKE MARY, FL 32746

(407) 328-7451  
FAX (407) 328-4745  
RCapko@CapkoLaw.com

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June 14, 2002

VIA FIRST CLASS MAIL

New Filings Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

*Re: Articles of Incorporation filing for NEXUS AUDIO PRODUCTIONS, INC.*

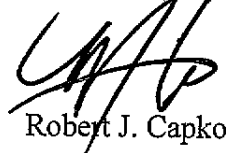
Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process for NEXUS AUDIO PRODUCTIONS, INC.

Also enclosed is our firm check number 1392 in the amount of \$70.00 for the filing fee and Registered Agent Designation. Please file the original Articles and date stamp the copy and return to me in the enclosed envelope.

Thank you for your cooperation in this matter. If you have any questions or concerns, please call. Thank you.

Very truly yours,

  
Robert J. Capko

RJC:tl  
Enclosures

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUN 19 AM 9:19

**ARTICLES OF INCORPORATION  
OF  
NEXUS AUDIO PRODUCTIONS, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUN 19 AM 9:19

**ARTICLE I - NAME**

The name of this corporation is Nexus Audio Productions, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of no par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT  
AND CORPORATE ADDRESS**

The street address of the initial registered office of this corporation is 365 Waymont Court, suite 105, Lake Mary, Florida 32746, and the name of the initial registered agent of this corporation at that address is Robert J. Capko, Esquire.

The initial corporate address is 1335 North Marcy Drive, Longwood, Florida 32750.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Richard P. Laughner	1335 N. Marcy Dr., Longwood, Florida 32750	Director

The name and street address of the current Officers of this Corporation, to hold office until their successors are duly elected and appointed or until their earlier resignation, removal or death, are as follows:

<u>Name</u>	<u>Positions</u>	<u>Street Address</u>
Deborah A. Webb	President/Secretary	3549 Moss Pointe Place Lake Mary, Florida 32750
Laurie A. Eckenswiller	Vice-President And Treasurer	3557 Moss Pointe Place Lake Mary, Florida 32750

## ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Deborah A. Webb, 3549 Moss Pointe Place, Lake Mary, Florida 32750

## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14<sup>th</sup> day of June, 2002.

By Deborah A Webb  
Deborah A. Webb  
Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Deborah A. Webb, Incorporator of Nexus Audio Productions, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. The subscriber is personally known to me or produced DL# W100 161 53 781 as identification.

14<sup>th</sup> IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this June day of June, 2002.

Reg B Kreuter  
NOTARY PUBLIC, State of Florida  
at Large

My commission number: DD020137  
My commission expires: 4/23/05

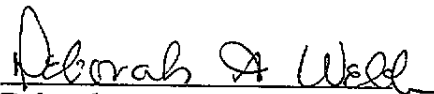


**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that NEXUS AUDIO PRODUCTIONS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1335 North Marcy Drive, Longwood, Florida 32750, has named Robert J. Capko, Esquire, located at 365 Waymont Court, Suite 105, Lake Mary, Florida 32746 as its agent to accept service of process within Florida.

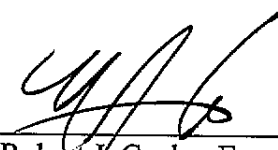
Dated: 6/14/02

  
Deborah A. Webb, Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Date: 6/14/02

  
Robert J. Capko, Esq.  
Registered Agent

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUN 19 AM 9:19