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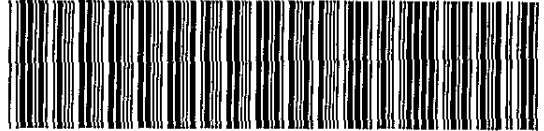
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICE OF MICHAEL C. BONNELL
ATTORNEY & COUNSELOR AT LAW
P.O. Box 74 . PALATKA
FLORIDA . 32177 . (386) 326-0808

November 18, 2002

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

Subject: Incorporation for Profit - Icebox Audio, Inc.

To Whom It May Concern:

Enclosed you will find the original and copies of the Articles of Incorporation for Icebox Audio, Inc. Please return a copy stamped in the enclosed self addressed stamped envelope. Also attached is a check directly from the client made payable to the Secretary of State for one hundred and twenty-two dollars and fifty cents.

If there are any questions or further information needed, please contact me at the above number.

Sincerely,



Michael C. Bonnell, Esq.
Florida Bar No. - 80144

ARTICLES OF INCORPORATION OF
ICEBOX AUDIO, INC.

In compliance with the requirements of Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Icebox Audio, Inc.

ARTICLE II

Existence of the corporation will begin when the Articles of Incorporation have been filed.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is one hundred (100) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The principal place of business of the Corporation is 117 W. Towles Avenue, Palatka, Florida, 32177 and the Corporation's mailing address is 117 W. Towles Avenue, Palatka, Florida, 32177. The initial registered agent for the Corporation is Curtis Anthony Gore and the initial registered agent's residential address is 244 Peniel Church Road, Palatka, Florida, 32177.

ARTICLE V

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are Calvin Ray Gore, Jr. whose address is 123 Karen Court, Palatka, Florida, 32177 and Curtis Anthony Gore whose address is 244 Peniel Church Road, Palatka, Florida 32177.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is Calvin Ray Gore, Jr. whose address is 123 Karen Court, Palatka, Florida, 32177.

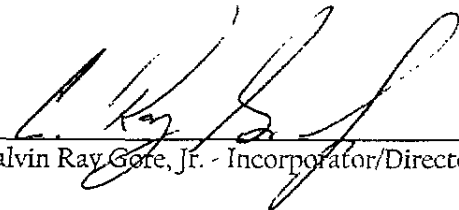
ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII

The corporation through its directors and shareholders reserve the right to file a Subchapter S election with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned director has executed these Articles of Incorporation on this 19th day of November 2002.




Calvin Ray Gore, Jr. - Incorporator/Director

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Icebox Audio, Inc. at the place designated in the Articles of Incorporation, 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.

Signed this 19th day of November 2002.



Curtis Anthony Gore - Registered Agent

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