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03 MAY 15 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FL 32302

5-23-03
[Signature]

Original

TRANSMITTAL LETTER

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

SUBJECT: CAPSTONE SIGHT & SOUND OF FLORIDA, INC.

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for

\$ 70.00
Filing Fee

\$ 78.75
Filing Fee &
Certificate of Status

\$ 78.75
Filing Fee &
Certified Copy

\$ 87.50
Filing Fee &
Certified Copy &
Certificate Status

FROM:

JAMES W. RICHARDS

Name (printed or typed)

3911 W. SWANN AVENUE

(Address)

TAMPA, FL 33609-4432

(City/State//Zip)

(813) 348-0585

(Day time telephone number)

NOTE: Please provide the original and one (1) copy of the Articles

ARTICLES OF INCORPORATION
OF
CAPSTONE SIGHT & SOUND OF FLORIDA, INC.

FILED
03 MAY 15 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporation (s) , for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CAPSTONE SIGHT & SOUND OF FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3911 W. SWANN AVENUE
TAMPA, FL 33609-4432**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

1000 SHARES NON-PAR

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James H. Collier Sr.
9110 Sterling Lane
Port Richey, FL 34668

ARTICLE V INCORPORATOR(S)

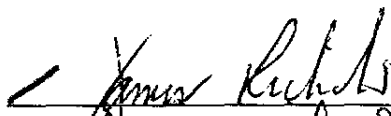
The name (s) and street address (s) of the Incorporator (s) to these Articles of Incorporation is (are):

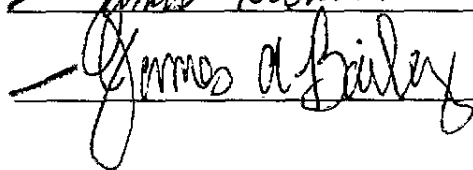
JAMES W. RICHARDS (PRESIDENT)
3911 W. SWANN AVENUE
TAMPA, FL 33609-4432

JAMES A. BAILEY
3911 W. SWANN AVENUE
TAMPA, FL 33609-4432

The undersigned has (have) executed these Articles of Incorporation this

12 TH ____ DAY ____ OF MAY ____ 2003

 P ____ Signature/Title

 V-P ____ Signature/Title

____ SEC ____ Signature/Title

____ TRES ____ Signature/Title

____ Signature/Title

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

FILED
03 MAY 15 AM 10:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER 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: _____

CAPSTONE SIGHT & SOUND OF FLORIDA, INC.

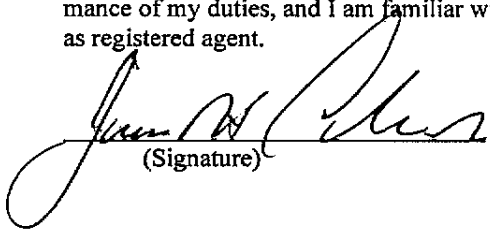
The name and address of the registered agent and office is:

_____ James H. Collier Sr. _____
(Name)

_____ 9110 Sterling Lane _____
(P. O. Box not acceptable)

_____ PORT RICHEY, FL 34668 _____
(City/State/Zip)

I have been named as registered agent and to accept service of process for the aboved 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)

_____ 5-12-03 _____
(Date)