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03 JUL 30 PM 4:39

8-42

LAW OFFICES OF
JOHN DEIGHTON SIMPSON
4435 LAFAYETTE STREET
POST OFFICE BOX 6197
MARIANNA, FLORIDA 32447
(850) 526-3244

July 28, 2003

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: Advanced Audio & Performance, Inc.

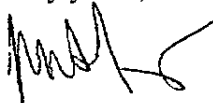
Dear Sir:

Enclosed are the original and duplicate copies of the Articles of Incorporation of this proposed corporation. The resident agent designation is also enclosed. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I have enclosed a check made payable to the Secretary of State in the amount of \$78.75 to cover the fees for the filing of said corporation and for a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely yours,



John Deighton Simpson

JDS/ajg

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

03 JUL 30 PM 4:39

ARTICLES OF INCORPORATION

OF

ADVANCED AUDIO & PERFORMANCE, INC.

ARTICLE I

The name of this corporation is ADVANCED AUDIO & PERFORMANCE,
INC.

ARTICLE II

The existence of the Corporation shall begin on 1st day of
August, 2003.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida General Corporation Act.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one hundred (100), per value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The corporation is authorized to issue only one class of stock

and all issued stock shall be held of record by not more than ten persons who are not nonresident aliens.

ARTICLE VI

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VII

The corporation principal office and mailing address is 4505 Lafayette St., Marianna, FL. 32446. The name of it's initial registered agent is Stephen M. Sangaree, 2990 Russ Rd., Marianna, FL. 32446. I, Stephen M. Sangaree, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation are two (2). The corporation may have not less than one (1) director nor more than five (5) directors. The directors shall be elected in the manner stated in the by-laws of the corporation. The names and addresses of the persons who are to serve as members of the initial Board of

Directors are:

NAME	ADDRESS
Stephen M. Sangaree	2990 Russ Rd., Marianna, FL. 32446
Jimmy R. Turner	2900 Maridale Rd., Marianna, FL. 32448

ARTICLE IX

The names and addresses of the incorporators are:

NAME	ADDRESS
Stephen M. Sangaree	2990 Russ Rd., Marianna, FL. 32446
Jimmy R. Turner	2900 Maridale Rd., Marianna, FL. 32448

ARTICLE X

Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.

ARTICLE XI

The articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of JULY, 2003.


STEPHEN M. SANGAREE


JIMMY R. TURNER

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared, STEPHEN M. SANGAREE, who is personally known to me or produced FL Dr. License as identification and who executed the foregoing articles of incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

25th IN WITNESS WHEREOF, I have hereunto set hand and seal this day of July, 2003.

THIS INSTRUMENT PREPARED BY:
John Deighton Simpson
Attorney at Law
Post Office Box 6197
Marianna, Florida 32447
(850) 526-3244
Florida Bar # 254320

Sheryl L. Branning
NOTARY PUBLIC
My commission expires:



"OFFICIAL SEAL"
Sheryl L. Branning
My Commission Expires 11/7/03
Commission # CC 883816

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

ADVANCED AUDIO & PERFORMANCE, INC., desiring to organize under
the laws of the State of Florida with its principle office, as
indicated in the Articles of Incorporation at 4505 Lafayette St.,
Marianna, FL. 32446, County of Jackson, State of Florida, has
named Stephen M. Sangaree, 4505 Lafayette St., Marianna, FL. 32446
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
state corporation, at place designated in this certified, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

BY 

STEPHEN M. SANGAREE

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CLERK OF STATE
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