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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**Jonathan H. Goodman, P. A.**  
**Attorney at Law**  
1377 Cassat Avenue  
Jacksonville, Florida 32205  
Phone (904) 389-1346 Fax (904) 389-7651

October 31, 2003

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

Re: Talk-N-Tunes, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$78.75 to cover filing, designation and certified copy.

Very truly yours,

  
Jonathan H. Goodman (by lw6)

JHG/lwb

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**Talk-N-Tunes, Inc.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.**

The name of this corporation is Talk-N-Tunes, Inc.

**ARTICLE II.**

The main location where the company shall conduct its business is 6011, Suite 9, 103<sup>rd</sup> Street, Jacksonville, Florida 32210.

**ARTICLE III.**

The duration of the corporation shall be perpetual.

**ARTICLE IV.**

The purpose of the corporation shall be to sell car stereos and cell phones and for any other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

**ARTICLE V.**

The method of election of directors shall be as stated in the corporate by-laws.

**ARTICLE VI.**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.


**ARTICLE VII.**

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Rodney D. Stone, 6011, Suite 9, 103rd Street, Jacksonville, Florida 32210.

**ARTICLE VIII.**

The name and address of the sole incorporator is Rodney D. Stone, 8338 Walden Road, Jacksonville, Florida 32244.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 30th day of October, 2003.



Rodney D. Stone

STATE OF FLORIDA

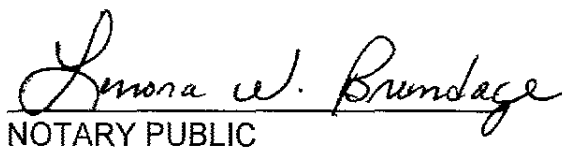
COUNTY OF DUVAL

BEFORE ME, personally appeared RODNEY D. STONE, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 30th day of October, 2003.



Lenora W. Brundage  
Commission #DD142816  
Expires: Sep 24, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

My Commission Expires: 9/24/06

FILED

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 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: **Talk-N-Tunes, Inc.**

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

Name: **Rodney D. Stone**  
Address: **6011, Suite 9, 103<sup>rd</sup> Street**  
City/State/Zip: **Jacksonville, Florida 32210**

Having been named as Registered Agent 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: \_\_\_\_\_

  
Registered Agent

DATE: 10 30 2003