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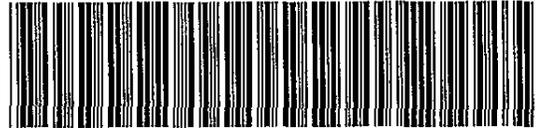
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07-29-04

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MIAMI, FLORIDA 33116

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July 26, 2004

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

RE: TONEWERKS, INC.

Dear Sirs:

Enclosed please find my check no. 2490, in the amount of \$70.00, for the filing of the enclosed articles of incorporation, a copy for my records, and a registered agent designation. Thank you.

Very truly yours,



ALBERT W. GUFFANTI
AWG/gi
Enc.

ARTICLES OF INCORPORATION

OF

TONEWERKZ, INC.

ARTICLE I

NAME: The name of the corporation is TONEWERKZ, INC.

ARTICLE II

DURATION: The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE: The purpose of the corporation is to engage in any and all lawful business.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00. The board of directors may, from time to time, determine the consideration for all classes and series of shares.

ARTICLE V

PREEMPTIVE RIGHTS: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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

RESTRICTION ON STOCK TRANSFER: If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders.

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TALLAHASSEE, FLORIDA

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ARTICLE VII

1244 STOCK: The shares of this corporation may be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code so that the shareholders may receive the benefits thereunder.

ARTICLE VIII

PENSION AND PROFIT SHARING PLAN: In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purposes and objects hereinbefore stated, the corporation shall have the power to enter into for the benefit of its employees one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE IX

AMENDMENTS: The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

INITIAL REGISTERED AGENT AND OFFICE: The corporation's initial registered agent and registered office is:

JACK M. HORNER
137 N. E. 89 Street
Miami, Florida 33138

ARTICLE XI

DIRECTORS: The initial board of directors of the corporation shall consist of one member, at the principal office of:

JACK M. HORNER
137 N. E. 89 Street
Miami, Florida 33138

ARTICLE XII

INCORPORATORS: The name and address of the incorporator is:

JACK M. HORNER
137 N. E. 89 Street
Miami, Florida 33138

IN WITNESS WHEREOF, I have subscribed my name this 25th day of June, 2004.



JACK M. HORNER
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

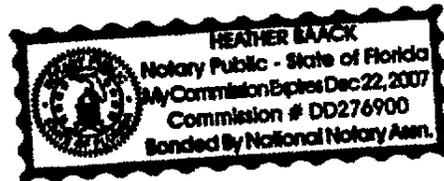
On this 25th day of June, 2004, before me personally appeared JACK M. HORNER, personally known to me to be the person whose name is subscribed to the instrument within, and who did take an oath, and acknowledged that he executed the same for the purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES:



NOTARY PUBLIC



CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

That **TONEWERKZ, INC.**, desiring to organize under the laws of
the State Florida, with its principal office as indicated in the
Articles of Incorporation, has named

*JACK M. HORNER
137 N.W. 89 STREET
MIAMI, FL. 33138*

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

DATED: June 25, 2004

By: 
JACK M. HORNER

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