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2005 JAN 13 PM 3:53
STATE
TALLAHASSEE FLORIDA

1/19/05

SLOTT & BARKER

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

January 11, 2005

ARNOLD H. SLOTT, P.A.*
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TERENCE G. VANE, JR.
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* CERTIFIED CIRCUIT CIVIL MEDIATOR

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

Re: Audio Enclave, Inc.
Our File No.: 05-0105-EMB

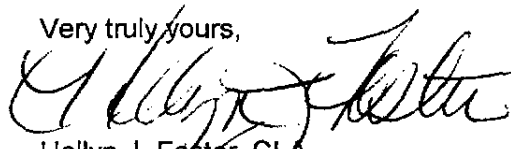
Ladies and Gentlemen:

An Original and one copy of the Articles of Incorporation and an original Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$87.50 for payment of your fees. Please file the Articles and return a certified copy of them to us at the above address. The check has been allocated as follows:

Filing fee-	\$ 35.00
Registered Agent	
Designation-	\$ 35.00
Certificate of Status	8.75
Certified copy of Articles	<u>8.75</u>
Total	\$ 87.50

Thank you for your assistance. If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,



Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

2005 JAN 13 PM 3:53
STATE
OF FLORIDA

ARTICLES OF INCORPORATION

OF

AUDIO ENCLAVE, INC.

2005 JAN 13 PM 3:53

TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Audio Enclave, Inc.

ARTICLE II. CORPORATE ADDRESSES

The principal office and mailing address of the corporation and is 7562 Hollyridge Circle, Jacksonville, FL 32256 at the time of execution of these Articles.

ARTICLE III. PURPOSE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, of a par value of \$.10 per share, all of which shares shall be designated common shares.

ARTICLE V. PERPETUAL EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 7562 Hollyridge Circle, Jacksonville, Florida 32256 and the name of its initial registered agent at such address is Milton D. Fritschle, Jr.,

ARTICLE VII. INCORPORATOR


The name and address of the incorporator is: Hollyn J. Foster, Slott & Barker, 334 E. Duval Street, Jacksonville, FL 32202.


Hollyn J. Foster

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11th day of January ~~4~~, 2005
by Hollyn J. Foster, who is personally known to me and who did not take an oath.


Notary Public, State of Florida
My commission expires:

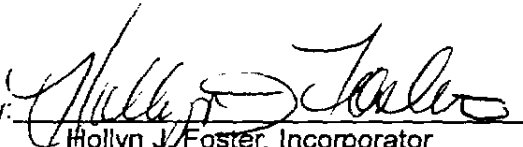


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

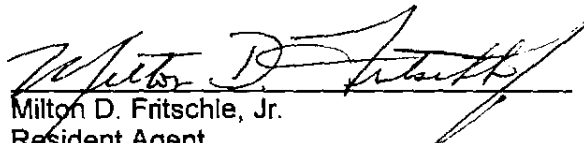
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Audio Enclave, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7562 Hollyridge Circle, Jacksonville, FL 32256, has named Milton D. Fritschle, Jr., 7562 Hollyridge Circle, Jacksonville, Florida, 32256 as its agent to accept service of process within Florida.

Audio Enclave, Inc.

By: 
Hollyn J. Foster, Incorporator

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Milton D. Fritschle, Jr.
Resident Agent

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STATE
TALLAHASSEE FLORIDA