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LAW OFFICES OF
LANCE JOSEPH ESQ. P.A.
THE PANTER BUILDING
6850 NORTH KENDALL DRIVE
SUITE 200
MIAMI, FLORIDA 33156
305/667-0700

LANCE JOSEPH, ESQ.

FAX TO: 305/662-8472

Jan. 31st 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32399

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-02/07/95--01041--006
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Att: New Corporate filings.

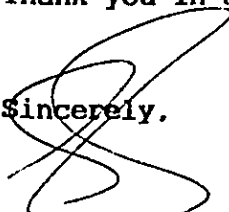
To whom it may concern:

Please find enclosed the filing fee(s), an original and one copy of the Articles of Incorporation for the following corporation(s):

The Sound Factory, Inc.

Please return the recorded copy to the address printed above.
Thank you in advance for your assistance.

Sincerely,


Lance Joseph

JB 2/9/95

FILED
1995 FEB -6 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is:

THE SOUND FACTORY, Inc.

FILED
1995 FEB -6 PM 2:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - STREET ADDRESS OF CORPORATION

The street address of the office of this corporation is:

12310 SW 131st Ave., Miami, FL. 33186

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

Clayton Chen
12310 SW 131 Av.
Miami, FL. 33186

Kassandra Chen
12310 SW 131 Av.
Miami, FL. 33186

Caple Myers
12310 SW 131 Av.
Miami, FL. 33186

ARTICLE VIII - INCORPORATOR

The name and address of person(s) signing these Articles is:

Clayton Chen
12310 SW 131 Av.
Miami, FL. 33186

Kassandra Chen
12310 SW 131 Av.
Miami, FL. 33186

Caple Myers
12310 SW 131 Av.
Miami, FL. 33186

ARTICLES IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

In compliance with the laws of Florida, the following is
submitted: The Sound Factory, Inc.

under the laws of the State of Florida, has named
Clayton Chen, 12310 SW 131st Ave., Miami, FL. 33186

as its statutory Registered
Agent.

Having been named the statutory Registered Agent of the
above corporation at the place designated in this certificate, I
hereby accept the same and agree to act in this capacity, and
agree to comply with the provisions of Florida law relative to
keeping the registered office open.


Clayton Chen, Registered Agent

Dated this 31 day of Jan 1995.

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FILED
1995 FEB -6 PM 2:00
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned officers and directors have executed these Articles of Incorporation this 31st day of Jan 19 95.

Clayton Chen Pres.

Kassandra Chen director

Caple Myers director

STATE OF FLORIDA)

COUNTY OF DADE)

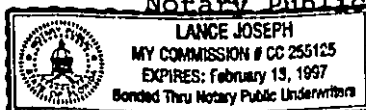
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Clayton Chen, Kassandra Chen and Caple Myers, identified by drivers Lic.

Known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 31st day of Jan 19 95.

Notary Public State of Florida

My Commission Expires:



P 9500010933

LANCE JOSEPH, ESQ.

OFFICE OF
LANCE JOSEPH ESQ. P.A.
THE PANTER BUILDING
980 NORTH KENDALL DRIVE
SUITE 200
MIAMI, FLORIDA 33158
305/867-0700

FAX TO: 305/882-8472

March 22nd 1995

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

FILED
95 MAR 27 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Resignation of Kassandra Chen from The Sound Factory Inc.

To whom it may concern:

Please find enclosed an original executed and notarized Affidavit of Resignation of Ms. Kassandra Chen from The Sound Factory, Inc., along with a copy and your fee of \$35.00. Please send the acknowledgment to my attention at the above address. Thank you in advance for your help.

Sincerely,


Lance Joseph

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*****35.00 *****35.00

o/p Res
OK
3/29



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF Florida
COUNTY OF Dade

I, Kassandra Chen after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

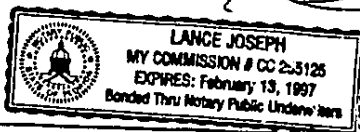
I, Kassandra Chen hereby resign as officer/director of
(Title)
The Sound Factory, (doc# P95000010933), a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

[Signature]
Signature of resigning officer/director
Kassandra Chen

Sworn to and subscribed before me this 21st day of March 1995 by
Kassandra Chen, who produced FL. DL.# C500-517-73-787-0 as identif.

[Signature]
NOTARY PUBLIC
LANCE JOSEPH ESQ.



My Commission Expires: _____

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)