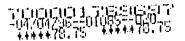


Department of State Division of Corporations P. O. Box 6327 Tallehassee, FL 32314

SUBJECT:



Enclos for :	sed is an origina \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate	
	FROM:	TEFREY ALAN KLEIN) Name (printed or typed)			96 X
		5952 KENDREW DRIVE			
		PORT OF	ANGE FL. 3	2127_	FILED PHIZ: 32 PR-5 PHIZ: 32 PR-5 PHIZ: 32 PR-5 PHIZ: 32
		(904) 78 Daytime	8-3795 Telephone number		V10-96

(Proposed corporate name - must include suffix)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

> ARTICLE I NAME

The name of the corporation shall be:

AUDIO COLLECTIONS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5952 KENDREW DRIVE PORT CRANGE, FLORIDA 32127

> ARTICLE III **SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

HEEE

INITIAL REGISTERED AGENT AND STREET ADDRESS ARTICLE IV

The name and address of the initial registered agent is:

JEFFREY ALM KLEIN

5952 KENDREW DRIVE

PORT OPANGE, FLORIDA 32127

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JEFFREY ALAN KLEIN 595Z KENDREW PRIVE PORT CRANGE, FL. 32127

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15 day of ____MARCH_, 19 96.

(An additional article must be added if an effective date is requested.)

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: AUDO COLECTIONS	NC.
2.	The name and address of the registered agent and office is:	155 APR
	JEFFELY ALAN KLEIN	TED TED
	(P.O. Box or Mail Drop Box NOT ACCEPTABLE)	2: 33 2: 33
	PORT ORANGE, FLORIDA 32127	

Having been named as registered agent and 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) 2/15/96 (DATE)