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MARK A. KOTEEN

FILED

ATTORNEY AT LAW

SUITE 177
6100 CLAY AVENUE
ORLANDO, FLORIDA 32804

July 2, 1998

96 JUL -5 PM 2:15 (407) 800-0700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
The Capitol Building
Tallahassee, Florida 32304

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Re: SOUNDWELL, INC.

Gentlemen:

Enclosed herewith you will please find an original and a copy of the Articles of Incorporation of SOUNDWELL, INC. I would ask that you file the original document and that you certify and return to me the copy.

SOUNDWELL, INC., is to be a corporation for profit of the State of Florida, authorized to issue one hundred (100) shares of common stock with no par value.

I enclose my trust account check, in the amount of \$122.50, as and for the following:

Filing fee:	\$35.00
Certified copy:	52.50
Resident agent fee:	35.00
	<hr/>
	\$122.50

Thank you.

Very truly yours,


Mark A. Koteen

MAK/s
Enc.

Copy: Leslie E. Kinnaird

PH 7/9/98

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ARTICLES OF INCORPORATION
OF
SOUNDWELL, INC.

96 JUL -5 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF THE STATE OF FLORIDA:

We, the undersigned, being over the age of eighteen years, desiring to establish a body corporate under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated and set forth, do hereby file in the Office of the Secretary of said State, this our Articles of Incorporation, in accordance with the laws of the State of Florida, and we do hereby set forth and certify as follows:

ARTICLE I: The name of the corporation shall be: SOUNDWELL, INC.

ARTICLE II: The objects and purposes for which this corporation is formed are as follows:

(1) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(2) To purchase, lease, exchange, or otherwise acquire real and personal property of all kinds, character and description, whether improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for use by the company on lands owned or held by the corporation; to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein.

(3) To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages, liens, or other encumbrances covering any kind, character or description of real or personal property; to loan money secured by mortgages on real estate.

(4) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidence of indebtedness and obligations and securities of any corporation, company, partnership, syndicate or person, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, or securities, to issue its own shares of stock, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, purchased or acquired by it; and allow the owner or holder thereof to exercise all the rights to ownership with respect thereto.

(5) To make loans of money, secured, or unsecured, by endorsement or other collateral as may be permitted by law governing the conduct of a corporation.

(6) To borrow money or raise monies for any of the purposes of the corporation and from time to time make, accept, endorse, execute, and issue promissory notes, drafts, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, whether at the time owned

or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(7) To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.

(8) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the corporation, either alone or associated with others, and incidental or pertaining to or growing out of or connected with its business or powers, provided the same be not inconsistent with or contrary to law.

(9) The corporation shall have and enjoy all other rights, powers and privileges conferred upon the corporations by the Constitution and laws of the State of Florida governing the conduct of a corporation.

ARTICLE III: The corporation shall have perpetual existence.

ARTICLE IV: The principal office of the corporation shall be located at 948 N. Shine Avenue, Florida 32803, but the corporation shall have the right to establish and maintain other offices and places of business elsewhere and may transact its corporate business, including the meeting of its Board of Directors and Stockholders, wherever desired.

ARTICLE V: The total authorized capital stock of the corporation shall be 100 shares of common stock with a par value of NO par value per share. Said stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors in its complete discretion, and without further authority from the stockholders. When the common stock of the corporation is issued and paid for, the common stock so issued shall be stamped "FULLY PAID AND NON-ASSESSABLE".

ARTICLE VI: The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE VII: Pre-emptive rights. Except as may be otherwise provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares

ARTICLE VIII: Stock rights and options. The corporation shall have the power to create and issue rights, warrants, or options entitled the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide which terms and conditions shall be conclusive.

ARTICLE IX: The business of the corporation shall be conducted by the Board of Directors which shall consist of not less than 1 nor more than 3 members, the number to be determined by the stockholders at each annual meeting of the stockholders. The number of

directors may be changed from time to time as may be provided by the By-laws of the corporation without requirement of amending this Charter.

ARTICLE X: The registered office of said corporation shall be located at 3100 Clay Avenue, Suite 177, Orlando, Florida 32804, and the registered agent at that office shall be MARK A. KOTEEN.

The names and addresses of the directors chosen for the first year and until their successors are elected and qualified are as follows:

NAME	ADDRESS
LESLIE E. KINNAIRD	948 N. Shine Avenue Orlando, Florida 32803

ARTICLE XI: The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

NAME	OFFICE	ADDRESS
LESLIE E. KINNAIRD	President/Secretary/ Treasurer	948 N. Shine Avenue Orlando, Florida 32803

ARTICLE XII: The name and post office address of the subscriber of the Articles of Incorporation and the number of shares therefore by each subscriber is as follows:

NAME	ADDRESS	# SHARES
LESLIE E. KINNAIRD	948 N. Shine Avenue Orlando, Florida 32803	100

IN WITNESS WHEREOF, the undersigned has as of this 2nd day of JULY, 1996, made and subscribed these Articles of Incorporation for the purposes of forming a corporation pursuant to the laws of the State of Florida.

Leslie E. Kinnaird
LESLIE E. KINNAIRD

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, personally appeared JUDGE A. HARDEE, to me well known to be the person described in and who executed the above and foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for

the purposes therein expressed.

FILED

WITNESS my hand and official seal at Orlando, Orange County, Florida, this 5 day of JULY, 1996.

My commission expires:



MARK A. KOTEEN
MY COMMISSION # CC267282 EXPIRES
March 18, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Mark A. Koteen
Notary Public, State of Florida

Name: MARK A. KOTEEN

RECEIVED
JUL 15 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

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

Mark A. Koteen
MARK A. KOTEEN