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Agnes S. Hollingshead, P.A.

Attorney at Law

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Boynton Beach, Florida 33426-5802

407-736-9966

FILED

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SECRET  
TALLAHASSEE, FLORIDA

July 23, 1996

Division of Corporation

P.O. Box 6371

Tallahassee FL 33414

600001913048

-08/05/96--01053--010

\*\*\*\*122.50 \*\*\*\*122.50

To Whom It may Concern:

Enclosed please find a Certificate Designating place of business for MAINTAIN ACOUSTICAL SYSTEMS, INC. Also please find check no: 2161 in the amount of 122.50 for filing fees. If you have any questions or concerns please do not hesitate to call this office. Thank you for your attention on this matter.

Sincerely,

*Christen Escobar*

Christen Escobar

Legal Assistant for Agnes S. Hollingshead P.A.

ASH/cc

2161  
8896

CERTIFICATE OF INCORPORATION  
-of-  
MAINTAIN ACOUSTICAL SYSTEMS, INC.

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SEC. OF STATE  
TALLAHASSEE, FLA.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MAINTAIN ACOUSTICAL SYSTEMS, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact 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 has authority to issue is 10,000 all of which shall be common shares with par value of \$.01

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 451 N.E. 38th Street, Boca Raton, FL 33431, Palm Beach County, Florida, and the name of the initial registered agent is JASON MUSSO.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of two members but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-laws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

NAME	ADDRESS
MICHAEL J. CATERA	451 N.E. 38th Street Boca Raton, FL 33431
JASON MUSSO	260 N. W. 43rd Street Ft. Lauderdale, FL 33309

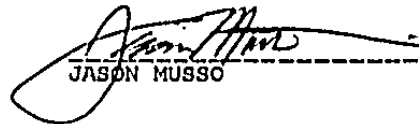
ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are:

NAME	ADDRESS
JASON MUSSO	260 N. W. 43rd Street Ft. Lauderdale, FL 33309
MICHAEL J. CATERA	451 N.E. 38th Street Boca Raton, FL 33431

20 IN WITNESS WHEREOF, the undersigned have subscribed their names this day of AUG, 1996.

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) :S

  
JASON MUSSO

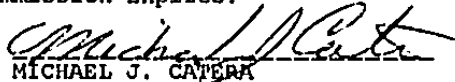
On this 20th day of July, 1996, before me, the undersigned officer, personally appeared JASON MUSSO, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

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



AGNES S. HOLLINGSHEAD  
My Comm Exp. 2/15/97  
Bonded By Service Ins  
No CC262537  
Notary Public, State of Florida,  
at Large  
My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) :S

  
MICHAEL J. CATERA

On this 20th day of July, 1996, before me, the undersigned officer, personally appeared MICHAEL J. CATERA, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

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



AGNES S. HOLLINGSHEAD  
My Comm Exp. 2/15/97  
Bonded By Service Ins  
No CC262537  
Notary Public, State of Florida,  
at Large  
My Commission Expires:

STATE OF FLORIDA  
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile  
for the Service of Process Within This State, Naming  
Agent Upon Whom Process May Be Served and Names and  
Addresses of the Officers and Directors.

MAINTAIN ACOUSTICAL SYSTEMS, INC.

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

MAINTAIN ACOUSTICAL SYSTEMS, INC., a corporation organized under the laws  
of the State of Florida, with its principal office at 451 N.E. 38th Street, Boca  
Raton, FL 33431, County of Palm Beach, State of Florida, has named JASON MUSSO,  
located at 451 N.E. 38th Street, Boca Raton, FL 33431 Palm Beach County, as its  
agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESS</u>
MICHAEL J. CATERA Treasurer	President	451 N.E. 38th Street, Boca Raton, FL 33431
JASON MUSSO	V/P Secretary	260 N. W. 43rd Street Ft. Lauderdale, FL 33309

DIRECTORS

MICHAEL J. CATERA	451 N.E. 38th Street Boca Raton, FL 33431
JASON MUSSO	260 N. W. 43rd Street Ft. Lauderdale, FL 33309

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep the office  
open during prescribed hours: to post my name and any other officers of said  
corporation authorized to accept service of process at the above Florida  
designated address) in some conspicuous place in the office as required by law.

DATED: 7.20.96

  
JASON MUSSO

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96 AUG -5 PM 4:16  
SEC. OF STATE  
TALLAHASSEE, FLORIDA