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Joseph Kuharcik
ATTORNEY AT LAW
1211 THE PLAZA
SINGER ISLAND, FLORIDA 33404
TELEPHONE (407) 842-2477/FACSIMILE (407) 845-6958

November 27, 1996

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

Re: Articles of Incorporation
Audio Illusions, Inc.
My File No. CO 02.301

Dear Sir or Madam:

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with check #5735, in the amount of \$70.00 for the following:

Filing Articles	\$35.00
Certificate of	
Registered Agent	35.00
Total	\$70.00

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-12/03/96--01042--011
*****70.00 *****70.00

Kindly forward the conformed copy of the Articles in the self-addressed and stamped envelope provided as soon it becomes available. Thank you.

Very truly,

Joseph Kuharcik

Joseph Kuharcik

JK/jrg
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 3:50

cf. 12/1/96

96 DEC -2 PM 3:51

ARTICLES OF INCORPORATION
OF
AUDIO ILLUSIONS, INC.

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND ADDRESS

1. The name of this corporation is Audio Illusions, Inc. and the address of the corporation is 110 W 23rd Street, Riviera Beach, Florida 33404.

ARTICLE II

DURATION

2. The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

3. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

4. This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

5. Every shareholder, upon the sale for cash of any new stock of this corporation of the same or other kind, class or series, shall have the right to purchase his or her pro-rata share at the price at which it is offered to others.

ARTICLE VI

BOARD OF DIRECTORS

6. This corporation shall have 2 (two) directors initially. The number of directors may be increased or decreased from time to time according to the By-Laws. The names and addresses of the initial directors of this corporation are:

Richard Gallant	Mark Gorman
110 W 23rd Street	429 N. Country Club Dr.
Riviera Beach, Florida 33404	Lantana, Florida 33462

ARTICLE VII

INDEMNIFICATION

ARTICLE VIII
REGISTERED OFFICE AND AGENT

8. The street address of the initial registered office of this corporation is 1211 The Plaza, Singer Island, Florida 33404, and the name of the initial registered agent of this corporation at that address is Joseph Kuharcik, Esquire.

ARTICLE IX
INCORPORATORS

9. The names and addresses of the persons signing these Articles are:

Richard Gallant
110 W 23rd Street
Riviera Beach, Florida 33404

Mark Gorman
429 N. Country Club Dr.
Lantana, Florida 33462

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 27th day of November, 1996.

WITNESSES:

Sign: Richard Gallant

Richard Gallant, Incorporator

Print: J. H. Kuharcik

Sign: Anne McQuaid

Mark Gorman, Incorporator

Print: ANNE McQUAID

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Richard Gallant, who is personally known to me, this 27th day of November, 1996.

Notary Public:

SIGN: Debra E. Araujo
PRINT: Debra E. Araujo
STATE OF FLORIDA
COMMISSION NO. CC385874

My Commission expires:
DEBRA ELLEN ARAUJO
MY COMMISSION # CC385874 EXPIRES
August 10, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Mark Gorman, who is personally known to me or who has produced Fla. D/C # 0655-550-77-104-0 as identification, this 27th day of November, 1996.

Notary Public:

CERTIFICATE DESIGNATING AGENT


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AND PLACE FOR SERVICE OF PROCESS

96 DEC -2 PM 3:51

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Audio Illusions, Inc., desiring to organize under the laws of the State of Florida with its office for the service of process within this State located at 1211 The Plaza, Singer Island, Florida 33404, has named Joseph Kuharcik, Esquire, as its Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate. I hereby accept responsibility to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Joseph Kuharcik, Esquire
Registered Agent