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MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

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MICHAEL J. APPLETON
MICHAEL L. MARLOWE
GARY S. SALZMAN
WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

December 13, 1996

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

300002031003--0
-12/17/96--01104--010
****122.50 ****122.50

Re: Articles of Incorporation of Speed-O-Meter Music, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Speed-O-Meter Music, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed within five working days from date of letter.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,


WILLIAM P. WEATHERFORD, JR.

WPWjr:dad
Enclosures
cc: Mr. David Ewing

C:\WP\CORP\ART-INC.

FILED
96 DEC 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN DEC 18 1996

EFFECTIVE DATE
1/1/97

ARTICLES OF INCORPORATION
OF
Speed-O-Meter Music, Inc.

FILED
96 DEC 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Speed-O-Meter Music, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1430 Lake Highland Drive, Orlando, Florida 32803.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on January 1, 1997.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 West Morse Blvd., Suite 105, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr.. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

David S. Ewing

2031 Mohican Trail
Maitland, Florida 32751

ARTICLE VII - INITIAL BOARD OF DIRECTORS

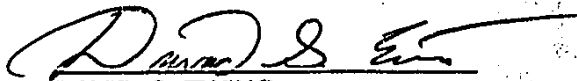
- A. The initial number of directors of this Corporation shall be four (4).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Kenneth Joseph Chiodini	1430 Lake Highland Drive Orlando, Florida 32803
Scott Howard Sugiuchi	1707-1 Gurtler Court Orlando, Florida 32804
Michael John Crowley	1990 W. Lake Brantley Road Longwood, Florida 32779
David Scott Ewing	2031 Mohican Trail Maitland, Florida 32751

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this ____ day of December, 1996.


DAVID S. EWING

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature

WPF
WILLIAM P. WEATHERFORD, JR., ESQ.

Date:

December 13, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600010/872

TRANSMITTAL LETTER

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

SUBJECT: RICARDO TORRES, M.D., P.A.
(Proposed corporate name - must include suffix)

200002030042--0
-12/17/96--01022--012
***122.50 ***122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

DR. RICARDO TORRES

Name (printed or typed)

260 CRANDON BLVD. SUITE 32

Address

KEY BISCAYNE FL 33149

City, State & Zip

305-365-0876

Daytime Telephone number

FILED
96 DEC 16 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL 12/19/96

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

FILED

96 DEC 16 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Ricardo Torres, M.D., P.A.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Professional Service Corporation Act of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Ricardo Torres, M.D., P.A.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in, conduct and carry on the practice of Medicine and to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Professional Service Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 500 shares of Common stock, par value \$1.00 per share. No shares of the authorized capital stock of this Corporation shall be issued or transferred to anyone other than an individual duly licensed to carry on and conduct the practice of Medicine under the laws of the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 260 Crandon Blvd. Suite 32-415 Key Biscayne Fl 33149 and the initial registered agent of this Corporation at that address shall be Dr. Ricardo Torres. The principal address is the same as registered office.

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two and the name and address of the two initial members of the Board of Directors are:

Dr. Ricardo Torres
260 Crandon Blvd. Suite 32-415
Key Biscayne, Fl. 33149

Gloria Torres
260 Crandon Blvd. Suite 32-415
Key Biscayne, Fl. 33149

ARTICLE VIII

VOTING TRUSTS

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96 DEC 16 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of, or all, his shares of the capital stock of this Corporation.

ARTICLE IX

INCORPORATION

The person signing these Articles of Incorporation is duly licensed to carry on and conduct the practice of Medicine under the laws of the State of Florida, and such Incorporator's name and street address is as follows:

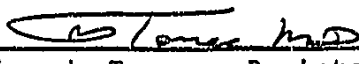
Dr. Ricardo Torres
260 Crandon Blvd. Suite 32-415
Key Biscayne, Fl. 33149

IN WITNESS WHEREOF, I have hereunto subscribed my hand this 12th day of November, 1996.



Dr. Ricardo Torres, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents, the Florida Business Corporation Act, including specifically Section 607.0505.



Dr. Ricardo Torres, Registered Agent