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MICHAEL J. COOPER
ATTORNEY AT LAW

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February 19, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: **EXOTIC SOUNDS AND ACCESSORIES, INC.**

Dear Sirs:

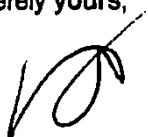
Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with our account check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00

TOTAL: \$122.50

Please return to me a certified copy of the Charter. Thank you for your cooperation in this matter.

Sincerely yours,



Michael J. Cooper

MJC/jr

Enclosures: Original Charter
Photocopy of Charter
Check No.

xc: Mr. Scala

z:corporate/scala/exotic/art.cor

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-25-97

ARTICLES OF INCORPORATION
OF
EXOTIC SOUNDS AND ACCESSORIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes 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 EXOTIC SOUNDS AND ACCESSORIES, INC., with a mailing address of 2620 SW 17TH Road, Ocala, Florida 34474.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any 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 is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 2620 SW 17TH Road, Ocala, Florida 34474. The name of its initial Registered Agent is CARLOS ADRIANO SCALA.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

FABRIZIO SCALA at 5405 SW 28th Avenue, Ocala, Florida 34474.
LIZABETH SCALA at 5405 SW 28th Avenue, Ocala, Florida 34474.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator and registered agent is CARLOS ADRIANO SCALA.

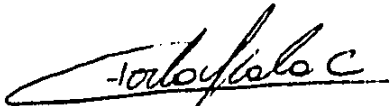
ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

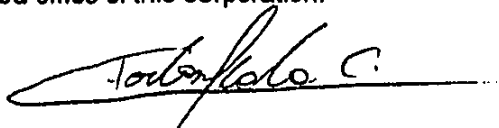
The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 18th day of February, 1997.



CARLOS ADRIANO SCALA, Incorporator

I, CARLOS ADRIANO SCALA, accept the office of Registered Agent. I am located at 2620 SW 17th Road, Ocala, Florida, the registered office of this corporation.

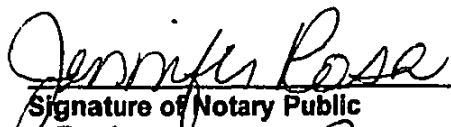



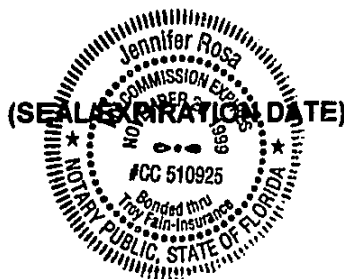
CARLOS ADRIANO SCALA, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 18 day of February, 1997, by CARLOS ADRIANO SCALA, as Incorporator and Registered Agent, who:

- A) ☐ is/are personally known to me OR
☐ who has/have produced ☐ a driver's license OR
☐ other identification: _____
as identification; and
- B) ☐ did OR
☐ did not take an oath.


Signature of Notary Public

Printed name of Notary Public



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TALLAHASSEE, FLORIDA