

KEANE MURPHY & HOUGH

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FRANK P. MURPHY, ATTORNEY, P.A.

800 LAUREL OAK DRIVE
SUITE 301

NAPLES, FLORIDA 34108

(941) 566-7076

(800) 282-4860

FAX (941) 566-7857

GREGORY G. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE B. HOUGH, JR., P.A.

STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34994
(561) 288-0000

PLEASE REPLY TO NAPLES OFFICE

P97000021804
January 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32301

500002102825--8
-03/03/97--01125--008
***122.50 ***122.50

Re: Sky Audio Productions, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed in connection with the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 payable to the Secretary of State in payment for the following:

Filing Fees	\$35.00
Designation of Reg. Agent	\$35.00
Certified Copies of Articles	\$52.50

TOTAL \$122.50

Kindly return the enclosed Articles of Incorporation and return to this office in the enclosed, self-addressed, stamped envelope. Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/dts
Enclosures

Articles of Incorporation
Designation of Registered Agent
Check for \$122.50 for Filing Fees
SASE

SERVING:
NAPLES
FT. MYERS
LAKELAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

97100-3 0110:12

Handwritten signature and date 3/11/97

EFFECTIVE DATE

2/27/97

**ARTICLES OF INCORPORATION
FOR SKY AUDIO PRODUCTIONS, INC.**

FILED
SECRETARY OF STATE
CORPORATIONS

97 MAR -3 AM 10:12

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Sky Audio Productions, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue 10,000 shares of common stock at \$1.00 par value.

ARTICLE V. REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation are as follows:

Brian Lee Floethe, Registered Agent/Office
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135-4664

PRINCIPAL OFFICE

The principal office of Sky Audio Productions, Inc. shall be 9848 Pennsylvania Ave., Bonita Springs, Florida 34135-4664.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial

directors of this corporation are:

Brian Lee Floethe
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135

Erin P. Straney
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation are:

Brian Lee Floethe
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135

Erin P. Straney
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting

him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

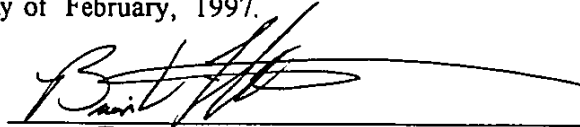
ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

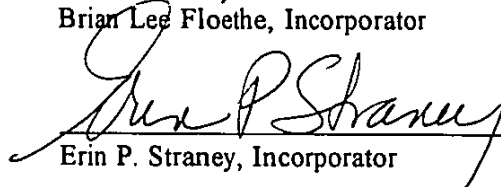
ARTICLE XII. EFFECTIVE DATE

This articles shall be effective on the date signed hereof, and the corporate existence commence as of the date signed hereof.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 27th day of February, 1997.



Brian Lee Floethe, Incorporator



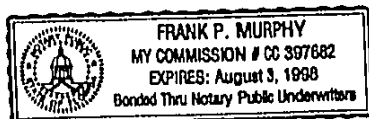
Erin P. Straney, Incorporator

STATE OF FLORIDA

COUNTY OF Lee

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Brian Lee Floethe and Erin P. Straney personally known to me or have produced S365215666031
F430 07269430 as identification the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

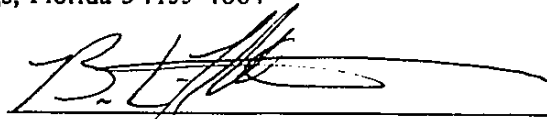
WITNESS my hand and official seal in the County and State aforesaid this 27th day of February, 1997.


Notary Public

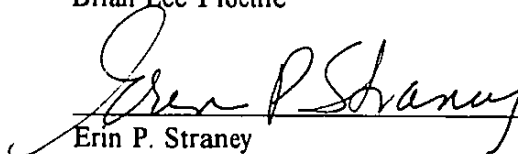
**DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE
AND REGISTERED AGENT**

The undersigned subscriber(s) of the Articles of Incorporation for SKY AUDIO PRODUCTIONS, INC., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Brian Lee Floethe, Registered Agent/Office
9848 Pennsylvania Ave.
Bonita Springs, Florida 34135-4664



Brian Lee Floethe



Erin P. Straney

9711-2-3 11:10:12
STATE
SECRETARY

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of SKY AUDIO PRODUCTIONS, INC.

DATED this 17th day of February, 1997.



Brian Lee Floethe, Registered Agent