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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. QUALITY SOUND II, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials
B. BROWN APR - 1 1997

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ARTICLES OF INCORPORATION OF
QUALITY SOUND II, INC

KNOW ALL MEN BY THESE PRESENTS, that the undersigned has come this day for the purpose of forming a corporation under the laws of the State of Florida, and to that end does hereby adopt Articles of Incorporation, as follows:

ARTICLE I

The name of the proposed corporation is:

QUALITY SOUND II, INC

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be sales and installation of sound systems.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares at no par value each.

Authorized capital stock may be paid for in cash, or in services or property, in which case, just value shall be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV

The classification of shares of stock shall be as follows:

Common - 100 shares - no par value

ARTICLE V

The amount of capital with which the Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

Principal office

The street address of the corporation's principal office is 2771 Capital Circle N.E., Tallahassee, Florida 32308.

Registered agent

The name of its initial registered agent is Larry S. Wolfe, and the address of the registered agent is 200-A John Knox Road, Tallahassee, Florida 32303.

ARTICLE VIII

The number of directors of the Corporation shall be as provided in the By-Laws, but shall not be less than one (1) in number, nor more than five (5), and shall be four (4) in number until otherwise fixed or changed by the By-Laws.

ARTICLE IX

The name and post office address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or their successors are elected and qualified is as follows:

Timothy P. Majors
1030 Copper Creek Drive
Tallahassee, Fl 32311
President

Joel Lee Majors
9116 Bithlo Lane
Tallahassee, Fl 32312
Vice President

Joel E. Majors
5224 Velda Dairy Road
Tallahassee, Fl 32308
Treasurer

M. Kay Majors
5224 Velda Dairy Road
Tallahassee, Fl 32308
Secretary

ARTICLE X

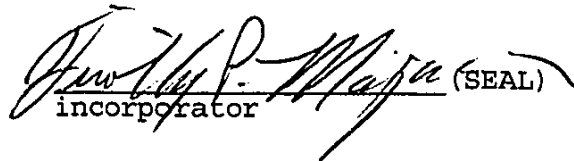
The names and post office addresses of the incorporator of these Articles of Incorporation is:

Timothy P. Majors
1030 Copper Creek Drive
Tallahassee, Fl 32311

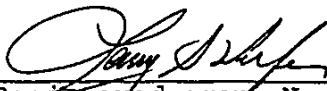
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, posed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, Timothy P. Majors, being the
incorporator hereinabove named, have hereunto set my hand and
seal this 15th day of April, 1997, A.D.

 (SEAL)
incorporator

I am familiar with the obligations of and agree to accept
the position of registered agent for this corporation.


Registered agent Name: LARRY S. WOLFE

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