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LAW OFFICE OF
R. WILLIAM FUTCH

500 NE 8TH AVENUE
OCALA, FLORIDA 34470
(352) 732-8080
FAX: (352) 867-5111

PLEASE REPLY TO:
POST OFFICE BOX 4885
OCALA, FLORIDA 34478

May 14, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

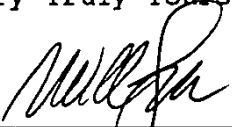
Re: SOUNDWEAR, INC.

Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of SOUNDWEAR, INC. I enclose my check in the amount of \$70.00 for filing of the enclosed and I also enclose a self addressed stamped envelope for you to return a conformed copy of the Articles and our receipt for the fees paid.

Thanking you in advance for your cooperation in this matter. If you have any questions, please contact our office.

Very Truly Yours,

By 
R. William Futch

RWF/kad
Enc. (check #2377)

FILED
97 MAY 15 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5.19.97

ARTICLES OF INCORPORATION
of
SOUNDWEAR, INC.

FILED

97 MAY 15 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is SOUNDWEAR, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

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

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, if known, and the mailing address of the corporation is 1669 N.W. 114th Loop, Ocala, Florida 34475.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- | | |
|------------------------|--|
| (A) Registered Agent: | R. WILLIAM FUTCH |
| (B) Registered Office: | 500 N.E. 8th Avenue
Ocala, FL 34470 |

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

KERRI SUE MEAD, 1669 N.W. 114th Loop, Ocala, FL. 34475
KIMBERLY MAE MEAD, 1669 N.W. 114th Loop, Ocala, FL. 34475
SUSAN MAE MEAD, 1669 N. W. 114th Loop, Ocala, FL. 34475

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

R. WILLIAM FUTCH
500 N.E. 8th Avenue
Ocala, FL 34470

ARTICLE IX
AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 13th day of May, 1997.

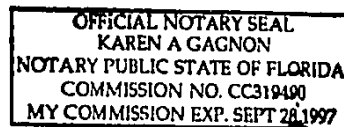


R. WILLIAM FUTCH

STATE OF FLORIDA)
COUNTY OF MARION)

BEFORE ME, a notary public duly authorized to take acknowledgements in the state and county set forth above, personally appeared R. WILLIAM FUTCH, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 13th day of May, 1997.



Karen A. Gagnon
Notary Public, State of Florida
My Commission Expires: 09/28/97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Florida Statutes.

DATED this 13th day of May, 1997.

R. William Futch

R. WILLIAM FUTCH
Registered Agent