

P97000057830

The TAX MAN, Inc.
Accounting and Tax Services
1601 Belvedere Road, Suite 103-South
West Palm Beach, FL 33406
(561) 684-3844 or 686-5705
1-800-5-TAXMAN
FAX (561) 689-0708

Jay B. Fischer, President
Howard I. Angowitz, Esq. V. P.

25 June 1997

Florida Department of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

800002226448-17
-06/30/97-01030-002
*****70.00 *****70.00

RE: J. P. SOUND FACTORY, INC.

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned corporation, as well as a check in the amount of \$70.00 to cover the cost of filing.

If there are any questions feel free to contact me at the address above or by telephone at (561) 686-5705.

Thank you in advance for your prompt attention to this matter.

Yours truly,

Howard I. Angowitz

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A/ss
Encl.: (3)

FILED
97 JUN 30 AM 8:56
TALLAHASSEE, FLORIDA

476 7/2/97

ARTICLES OF INCORPORATION

OF

J. P. SOUND FACTORY, INC.

ARTICLE I

NAME

The name of this corporation is J.P. SOUND FACTORY, INC..

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

The TAX MAN, Inc.
1601 Belvedere Road, #103 South
West Palm Beach, FL 33406
(561)686-5705; FAX (561)689-0708

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 4940 N. Rd 98, #1, Lakeland, Florida, and the name of the initial registered agent at this address is J.P. Kimes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director(s) initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

J. P. Kimes

4940 N. Rd 98, #1
Lakeland, FL 33801

ARTICLE IX
INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

J. P. Kimes

4940 N. Rd 98, #1
Lakeland, FL 33801

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 13th day of June, 1997.



J.P. Kimes

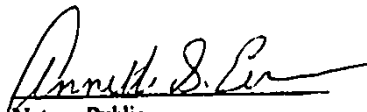
STATE OF FLORIDA

COUNTY OF MONROE

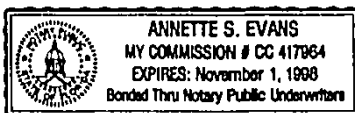
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared J. P. Kimes known by me to be the person who executed these articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 13th day of June, 1997

[SEAL}



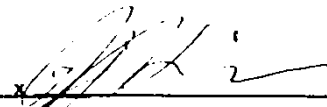
Notary Public



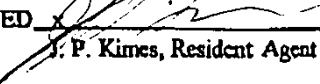
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-J.P. SOUND FACTORY, INC. DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE PLACE OF BUSINESS AT THE CITY OF LAKELAND, POLK COUNTY, STATE OF FLORIDA, HAS NAMED J. P. KIMES OF 4940 N. RD 98, #1, LAKELAND, FLORIDA AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNED 
TITLE PRESIDENT
DATE JUNE 13, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED 
J. P. Kimes, Resident Agent
DATE JUNE 13, 1997

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SECURITIES DIVISION
TALLAHASSEE, FLORIDA