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7223 So. Route 83, Suite 221
Willowbrook, Illinois 60521

email parcorp@parcorpsvcs.com
Phone 708/233-9413
Fax 708/233-9415

September 9, 1997

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

900002289329-- 2
-09/10/97--01072--004
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for SOUNDWAVEZ MAC, INC.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgement of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call.

Sincerely,

David L. Surina

DLS/ds
Enclosures

FILED
97 SEP 10 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 9/11/97

STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
SOUNDWAVEZ MAC, INC.

FILED
97 SEP 10 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
SOUNDWAVEZ MAC, INC.

SECOND: The street address of the initial principal office of the corporation shall be 2501 1st Avenue, Ste. W, Indian Rocks Beach, Florida 33785, and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 2,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 2501 1st Avenue, Ste. W, Indian Rocks Beach, Florida 33785, and the name of its initial registered agent at such address is Cameo F. Sorensen.

SIXTH: This corporation is to exist perpetually.


SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is One, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Cameo F. Sorensen, 2501 1st Avenue, Ste. W, Indian Rocks Beach, FL 33785

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

David L. Surina: 7223 So. Route 83, Ste. 221, Willowbrook, IL 60521

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of September, 1997.

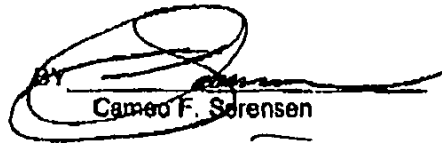


David L. Surina, Incorporator

ACCEPTANCE OF RECORD BY REGISTERED AGENT
IN ARTICLES OF INCORPORATION

Acceptance by the Registered Agent as required in section 607.0501 (3) F.S.: Cameo F. Sorensen is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: Sept. 9, 1997

By 
Cameo F. Sorensen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA