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Law Offices
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Suite 805
450 North Park Road
Hollywood, Florida 33021

EFFECTIVE DATE
12/1/97

Stanley E. Israel
(Admitted Florida and New York)

Telephone (954) 962-2526
Facsimile (954) 962-2128

November 24, 1997

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****122.50 ****122.50

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

RE: JEFF FIELDS ACOUSTICAL EMPORIUM, INC.


Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation.

Please return a certified copy of the Articles of Incorporation in the envelope provided.

If you have any questions, please feel free to call.

Very truly yours,


Cathy Schlegel
Legal Assistant

FILED
97 NOV 26 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enc.

TUN-12/2/97

EFFECTIVE DATE
12/1/97

97 NOV 26 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
JEFF FIELDS ACOUSTICAL EMPORIUM, INC.**

ARTICLE I - NAME

The name of this corporation is JEFF FIELDS ACOUSTICAL EMPORIUM, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 1st day of December, 1997; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is authorized to engage in any lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

**NUMBER OF SHARES
AUTHORIZED**

100

**PAR VALUE
PER SHARE**

No

**CLASS OF
STOCK**

Common

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at the following address:

**631 North 68th Terrace
Hollywood, Florida 33024**

The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

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

REGISTERED AGENT

JEFF FIELDS

**STREET ADDRESS OF
REGISTERED OFFICE**

631 North 68th Terrace
Hollywood, Florida 33024

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

JEFF FIELDS

ADDRESS

631 North 68th Terrace
Hollywood, Florida 33024

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of November, 1997.

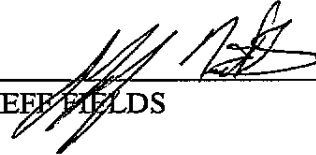
Incorporator and Initial Member
of Board of Directors:



JEFF FIELDS

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation.


JEFF FIELDS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

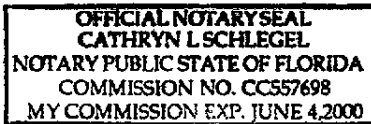
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24 day of November, 1997, by JEFF FIELDS.


NOTARY PUBLIC

My Commission Expires:



Personally Known _____ OR Produced Identification

Type of Identification Drivers License