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ROBERT D. WILSON
REUBEN S. WILLIAMS, IV

December 5, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32304

500002365115--6
-12/08/97--01025--017
****122.50 ****122.50

RE: Great Audio Productions, Inc.

Gentlemen:

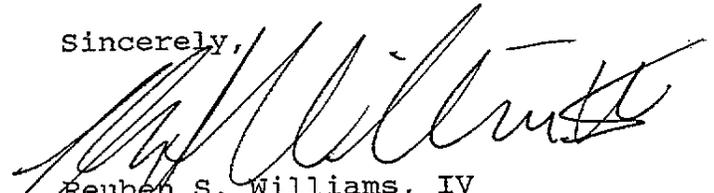
Enclosed herewith please find the original and one copy of Articles of Incorporation for the above referenced corporation together with this firm's check in the amount of \$122.50 for the filing fee consisting of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Total enclosed	\$ 122.50
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Upon filing of same, please return a certified copy of the Articles of Incorporation to my office.

Sincerely,


Reuben S. Williams, IV
For the Firm

RSW/eg

Enclosures: Articles of Incorporation
Filing Fee check

DMC
12/10/97

97 DEC - 8 AM 9:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
GREAT AUDIO PRODUCTIONS, INC.

FILED

97 DEC -8 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Great Audio Productions, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

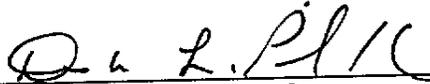
ARTICLE V - MAILING ADDRESS

The principal office of the corporation shall be 3611 NE 18th Terrace, Ocala, Florida 34479, and the mailing address of the corporation is the same.

ARTICLE VI - INITIAL REGISTERED AGENT -
DESIGNATION AND ACCEPTANCE

The name and address of the initial registered agent and office of this corporation is: Debra L. Pilarczyk, 3611 NE 18th Terrace, Ocala, Florida 34479. Debra L. Pilarczyk has signed these Articles of Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by §607.0202, Florida Statutes.

I hereby accept the appointment as Registered Agent of Great Audio Productions, Inc. and agree to act in that capacity.


Debra L. Pilarczyk

ARTICLE VII - INCORPORATORS AND
INITIAL BOARD OF DIRECTORS

The name and address of the persons signing these Articles of Incorporation is as follows:

NAME:

ADDRESS:

Debra L. Pilarczyk

3611 NE 18th Terrace
Ocala, Florida 34479

The corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) and the method of election of directors shall be governed by the By-Laws. The name and address of the initial Directors of this corporation is:

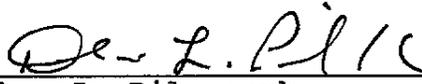
NAME:

ADDRESS:

Debra L. Pilarczyk

3611 NE 18th Terrace
Ocala, Florida 34479

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 1997.



Debra L. Pilarczyk

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Debra L. Pilarczyk who acknowledged before me that she is the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 5th day of December, 1997.

Notary Public:

Sign
Print

Ellen D. Giles

State of Florida At Large (Seal)
My Commission Expires:



ELLEN D. GILES
MY COMMISSION # GC423490 EXPIRES
December 10, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known _____

Produced Identification X

Type of Identification Produced FL Drivers License