

FILED

98 JAN -6 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 Dogwood Drive
Homosassa, FL
34446

January 2, 1998

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New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

600002390576--7
-01/06/98--01026--002
***122.50 ***122.50

RE: MASTERPIECE SOUND, INC.

Dear Sirs:

Enclosed herewith please find proposed Articles of
Incorporation for the above entitled Florida Corporation.

Also enclosed is a check in the amount of \$122.50 to cover
the fees. After the Articles have been recorded, please
return to the above address.

Very truly yours,

Leanne Hadsell
LEANNE HADSELL

Enclosures

OK
1-28-98

ARTICLES OF INCORPORATION
OF
MASTERPIECE SOUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, Pat Buckley, Leanne Hadsell, Ken Lee and Ralph Walker, natural persons competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the proposed Corporation is Masterpiece Sound, Inc., with a principal place of business at 5203 Homosassa Trail, Lecanto, Florida 34461.

ARTICLE II

Corporate Purpose

The Corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE III

Capital Stock

1. Number of Shares. The total number of shares of which the Corporation shall have authority to issue is 300 shares which shall be common stock at a par value of \$1.00 each.

2. Transfer Restrictions. No stock of this Corporation shall be issued or transferred to any person who is not an officer or director of this Corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for this purpose. Every shareholder who desires to sell his stock and any shareholder who for any reason shall cease to be an officer or director, his personal representative, legatees, or assigns, shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by him, and at a price per share to be determined by the mutual agreement of the shareholder wishing to sell, his personal representative, legatees, or assigns, and the Board of Directors.

If the selling shareholder and the Board of Directors are unable to agree on the price per share, the termination of the price

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per share shall be determined by three disinterested arbitrators, one to be chosen by the shareholder wishing to sell, his personal representative, legatees, or assigns; one to be chosen by the Board of Directors, exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns; and the third by the two (2) arbitrators so chosen. If the shareholder wishing to sell, his personal representative, legatees, or assigns, or the Board of Directors exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns, shall for more than sixty (60) days neglect or refuse to choose an arbitrator after a dispute as to the price per share has arisen, then the other shall choose two (2) disinterested arbitrators, and they shall choose a third and the determination of any two (2) of the three (3) arbitrators so chosen shall be final and binding as to the price per share for the sale then occurring, but not for subsequent sales.

Upon determination of the price per share in accordance with the procedure outlined above, the shareholder wishing to sell, his personal representative, legatees, or assigns, shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the person or persons designated by the Board of Directors.

ARTICLE IV

Term of Existence

This Corporation is to exist perpetually.

ARTICLE V

Registered Office

The initial registered office of the Corporation shall be located at 13 Dogwood Drive, Homosassa, Florida and the initial Registered Agent at such address shall be Leanne Hadsell.

ARTICLE VI

The number of directors of this Corporation shall be three.

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Name	Address
Pat Buckley	2310 S.W. 9th Court Ocala, Fl 34471

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Leanne Hadsell

13 Dogwood Drive
Homosassa, FL 34446

Ken Lee

3991 W Whippoorwill St
Lecanto, FL 34461

Ralph Walker

958 S Lecanto Hwy
Lecanto, FL 34460

ARTICLE VII

Subscribers

The name and address of each subscriber is as follows:

Name	Share	Address
Pat Buckley	100	2310 S W 9th Ct, Ocala, FL 34471
Leanne Hadsell	50	13 Dogwood Dr, Homosassa, FL 34446
Ken Lee	100	3991 W Whippoorwill St, Lecanto, FL
Ralph Walker	50	958 S Lecanto Hwy, Lecanto, FL

ARTICLE VIII

Commencement

This Corporation shall begin its corporate existence on the date that these Articles are filed in the Department of State, State of Florida.

IN WITNESS WHEREOF, We have hereunto set our hands and seals at Lecanto, Florida this 28th day of November, 1997.

Pat Buckley

Leanne Hadsell

Ken Lee

Ralph L. Walker

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997, personally appeared Pat Buckley, to me well known and known to me to be the person

described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.



Mary Sue Stapleton
MY COMMISSION # CG606336 EXPIRES
March 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Mary Sue Stapleton
Printed Name: MARY SUE STAPLETON
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997, personally appeared Leanne Hadsell, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.



Mary Sue Stapleton
MY COMMISSION # CG606336 EXPIRES
March 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Mary Sue Stapleton
Printed Name: MARY SUE STAPLETON
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997, personally appeared Ken Lee, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.



Mary Sue Stapleton
MY COMMISSION # CG606336 EXPIRES
March 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Mary Sue Stapleton
Printed Name: MARY SUE STAPLETON
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997, personally appeared Ralph Walker, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.



Mary Sue Stapleton
MY COMMISSION # CG606336 EXPIRES
March 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Mary Sue Stapleton
Printed Name: MARY SUE STAPLETON
NOTARY PUBLIC, STATE OF FLORIDA

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ACCEPTANCE

I, Leanne Hadsell, with an address at 13 Dogwood Drive, Homosassa, Florida 34446 hereby accepts the foregoing designation as Registered Agent of MASTERPIECE SOUTND, INC.

WITNESS my hand and seal this 28th day of November, 1997.

Leanne Hadsell
Leanne Hadsell, Registered Agent

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, this 28th day of November, 1997, personally appeared Leanne Hadsell, to me well known and known to me to be the person described in and who executed the foregoing Acceptance and acknowledged to and before me that she executed said instrument for the purposes therein expressed. Identification: Florida Driver's License. Did not take an oath.



Mary Sue Stapleton
MY COMMISSION # CC606336 EXPIRES
March 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Mary Sue Stapleton
Printed Name: MARY SUE STAPLETON
NOTARY PUBLIC, STATE OF FLORIDA

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