

P98000015289

February 5, 1998

Department of State
State of Florida
The Capitol, Plaza 2
Tallahassee, FL 32399-0250

FILED
98 FEB 17 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of Sweet Voices, Inc.

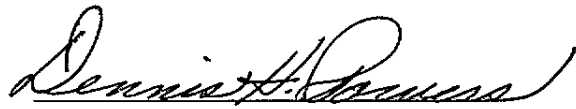
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-named corporation, and a check in the amount of \$35.00 to cover your filing and incorporation.

Please return all pertinent materials to the undersigned in the enclosed envelope after the filing process is completed.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Dennis H Powers, Incorporator

100002425141--4
-02/09/98--01071--004
*****35.00 *****35.00

Enclosure

GP:456409 v1

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-02/19/98--01012--015
*****87.50 *****87.50

CB
2-17-98

ARTICLES OF INCORPORATION

OF

SWEET VOICES, INC.

The undersigned, being of full age and for the purpose of forming a corporation under Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be Sweet Voices, Inc.

ARTICLE II

Registered Office

The location and mailing address of this corporation's principal office in this state shall be 1972 Essex Circle, Naples, FL 34109.

ARTICLE III

Authorized Capital

The total authorized number of shares of this corporation is One Thousand (1,000) shares, all of which shall be shares of common stock of the par value of one cent (\$.01) per share.

ARTICLE IV

Cumulative Voting Prohibition

Shareholders shall have no rights of cumulative voting.

ARTICLE V

Preemptive Rights Prohibition

Shareholders shall have no rights, preemptive or otherwise, under Florida statutes Section 607.0630 (or similar provisions of future law) to acquire any part of any unissued shares or other securities of this corporation or any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

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ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

Dennis H. Powers
1972 Essex Circle
Naples, Florida 34109

ARTICLE VII

Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office.

ARTICLE VIII

Authority of Board to Establish Rights and Preferences


The Board of Directors shall have full authority to establish series and fix and determine the variations in the relative rights and preferences between series.

ARTICLE IX

Address of Registered Agent

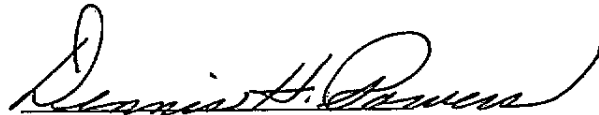
The street address of the initial registered office of the corporation is 1972 Essex Circle, Naples, FL 34109, and the name of its registered agent at such address is Dennis Powers.

IN WITNESS WHEREOF, the undersigned has set his hand this 5th day of February, 1998.


Incorporator

Acceptance by the registered agent as required in Florida Statutes Section 607.0501(3); Dennis Powers is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

Dated: 2/5/98


Dennis Powers

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TALLAHASSEE, FLORIDA