

P980000023276

March 05, 1998

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200002454132-6
-03/11/98--01098--007
*****70.00 *****70.00

Re: STEREOPHONIC INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of STEREOPHONIC INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Cynthia Morgan
CYNTHIA MORGAN
1118 CAPE CORAL PKWY EAST, CAPE
CORAL, FL 33904

FILED
98 MAR 11 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
3/11/98

ARTICLES OF INCORPORATION

OF

STEREOPHONIC INC.

ARTICLE I

The name of the Corporation is STEREOPHONIC INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 1118
CAPE CORAL PKWY EAST, CAPE CORAL, FL 33904.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 10,000
shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 1118 CAPE CORAL
PKWY EAST, CAPE CORAL, Florida 33904, and the name of the Corporation's initial
registered agent for service of process at such address is CYNTHIA MORGAN.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
CYNTHIA MORGAN, 1118 CAPE CORAL PKWY EAST, CAPE CORAL, FL 33904.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of

march, 98.

Cynthia Morgan
CYNTHIA MORGAN
1118 CAPE CORAL PKWY EAST, CAPE CORAL,
FL 33904

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: STEREOPHONIC INC.
2. The name of the registered agent and office is:

CYNTHIA MORGAN
1118 CAPE CORAL PKWY EAST, CAPE CORAL, Florida 33904

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Cynthia Morgan
DATE 3/6/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA