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P98000057712

June 4, 1998

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Secretary of State
State of Florida
Tallahassee, FL 32301

Re: Articles of Incorporation
Computer & Audio Impression, Inc.

Dear Madam/Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation to be filed along with my check in the amount of \$122.50 which represent filing costs for the above-referenced Corporation. Once the document has been filed, please return a copy of this office.

If you have any questions, please do not hesitate to contact me at the above number.

Sincerely,



JOHN LEWIS ALLBRITTON

JLA/eaf

Enclosures

FILED
98 JUN 29 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
6/11/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

JOHN LEWIS ALLBRITTON, ESQUIRE
322 WEST CERVANTES STREET
PENSACOLA, FL 32581

SUBJECT: A SOUND IMPRESSIONS, INC.
Ref. Number: W98000013469

We have received your document for A SOUND IMPRESSIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 898A00032801

ARTICLES OF INCORPORATION
FOR
COMPUTER & AUDIO IMPRESSIONS, INC.
A CORPORATION FOR PROFIT

FILED
98 JUN 29 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of the corporation is **COMPUTER & AUDIO IMPRESSIONS, INC.**

II. TERM

The period of duration of the corporation is perpetual.

III. PURPOSE

The purpose or purposes for which the corporation is organized are to sell computers, computer supplies and computer service and to do all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

IV. CAPITAL STOCK

- (a) Authorized Shares. 1000 shares of capital stock at \$1.00 per share (\$1.00 par value).
- (b) Initial Issues. 1000 shares at \$1.00 par value.
- (c) Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.
- (d) Restriction on Transfer of Shares. None of the shareholders of the corporation shall

make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

1. Every offer shall be in writing.

2. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

3. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

(e) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(f) Capital Structure - Corporation. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than Seventy Five (75) persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in Title 26 United States Code 1361 defining a qualified small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

V. REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 3130 North Pace Blvd, Pensacola, Florida 32505 and the name of the initial registered agent at such address is **RONALD KEITH WALKER**.

VI. DIRECTORS

a) The Board of Directors shall consist of not more than seven (7) members and not less than three (3) members, who need not be resident of the State of Florida or shareholders of the corporation.

b) The name and address of the person who will serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

RONALD KEITH WALKER
Chairman\CEO

3130 North Pace Blvd.
Pensacola, FL 32505

Adrian Vaughn Walker,
Vice Chairman

4069A Shenandoah Ave.
St. Louis, MO 63110

Cheryl Felicia Walker
Secretary/Treasurer

1811 Oxford Lane
St. Louis, MO 63110

VII. INCORPORATOR

The name and address of the initial incorporator is:

RONALD KEITH WALKER

3130 North Pace Blvd
Pensacola, FL 32505

VIII. SHAREHOLDERS ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

IX. AMENDMENTS

The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 30th day of May, 1998.


RONALD KEITH WALKER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

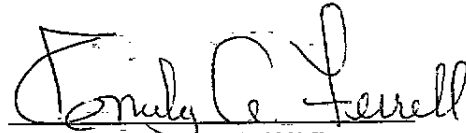

RONALD KEITH WALKER

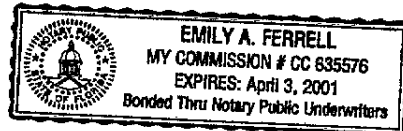
FILED
98 JUN 29 PM 1:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 30th day of May, 1998 by **RONALD KEITH WALKER** who is personally known to me and who did take an oath.


EMILY A. FERRELL
NOTARY PUBLIC
My Commission Expires:



THIS INSTRUMENT PREPARED BY:
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ALLBRITTON & GANT, P.A.
Attorneys At Law
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Pensacola, Florida 32581
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