

GEORGE W. PALMER  
CERTIFIED PUBLIC ACCOUNTANT  
6508 BEACH BOULEVARD  
JACKSONVILLE, FLORIDA 32216

TELEPHONE (904) 721-1115  
June 25, 1998

P98000058724

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-06/30/98--01083--006  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please find enclosed check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover filing fees, including Charter Tax, Corporation Filing Fees, and Certified Copy of Corporate Charter for Crashing Wave Guitars, Inc. Corporate Filing papers are also attached.

All information or questions should be addressed to:

George W. Palmer, C.P.A. (904) 721-1115  
6508 Beach Blvd.  
Jacksonville, FL 32216

Yours truly,

*George W. Palmer*

George W. Palmer, C.P.A.

GWP:bp

Enclosures

FILED  
98 JUN 30 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*QW7-1-98*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

CRASHING WAVE GUITARS, INC.

The undersigned subscriber, a natural person competent to contract, and where duly licensed to render the services mentioned in Article III - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be: CRASHING WAVE GUITARS, INC.

ARTICLE II - Address

The principal office of the corporation shall be located at 14019 Arbor Knoll Circle, Tampa, Florida 33625; the mailing address is the same address. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

ARTICLE III - Purpose

The corporation is formed to engage in and conduct the business of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - Directors

The corporation shall have not less than one (1) nor more than six (6) directors. The number of directors shall be determined by the stockholders at their annual meeting. The following is the name and address of the first Board of Directors, who shall hold office until the successors are elected and qualified:

NAME

ADDRESS

G. Michael Palmer

14019 Arbor Knoll Circle  
Tampa, Florida 33625

ARTICLE V - Term of Existence

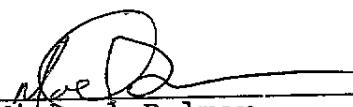
This corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin as soon as possible.

ARTICLE VI - Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First - CRASHING WAVE GUITARS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Tampa, County of Hillsborough, State of Florida, has named G. Michael Palmer as registered agent to accept service of process within this State, with a registered office at 14019 Arbor Knoll Circle, Tampa, State of Florida 33625.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
G. Michael Palmer  
Registered Agent

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98 JUN 30 PM 3.03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII - Incorporator

The name of the INCORPORATOR is: G. Michael Palmer  
whose address is: 14019 Arbor Knoll Circle  
Tampa, FL 33625

SIGNATURE OF INCORPORATOR: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF DUVAL

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 29th  
DAY OF June, 1998. BY G. Michael Palmer  
OF CRASHING WAVE GUITARS, INC., ON BEHALF OF  
THE CORPORATION.

G. Michael Palmer is personally known by me.

NOTARY PUBLIC

Leon V. Waters



ARTICLE VIII - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) having a par value of one dollar (\$1.00). The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - Initial Capital

The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE X - Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President )	G. Michael Palmer
Secretary-Treasurer )	14019 Arbor Knoll Circle
	Tampa, FL 33625

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