

P98000059679

LA OFFICE OF
GRACE ANNE GLAVIN, P.A.
ATTORNEY AND COUNSELOR AT LAW

POST OFFICE BOX 3778
1340 TUSKAWILLA ROAD
WINTER SPRINGS, FLORIDA 32708-3778

Telephone (407) 99-1110
Telecopier (407) 99-1165

EFFECTIVE DATE
6/29/98

June 30, 1998

400002578904--7
-07/02/98-01038-020
****132.50 ****132.50

Division of Corporations
State of Florida
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: MARK DIXON ACOUSTICS, INC.

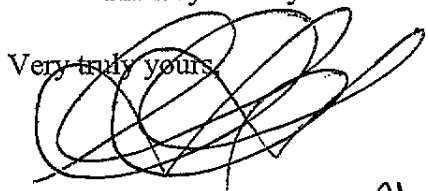
Sir/Madam:

Enclosed please find the Articles of Incorporation for Mark Dixon Acoustics, Inc. together with a check in the amount of \$132.50 representing the filing fee and for the Certificate of Good Standing.

Please file the aforementioned and kindly forward a file stamped copy and the Certificate in the envelope I have provided.

Thank you for your assistance in this matter.

Very truly yours,



Grace Anne Glavin

Grace GAVE
AUTHORIZATION BY PHONE TO
CORRECT art VI.
DATE 7/7/98
DOC. EXAM. TA

TA-7/7/98

FILED
98 JUL -2 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR

MARK DIXON ACOUSTICS, INC.

The Undersigned, acting as incorporators of this business corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Business Corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MARK DIXON ACOUSTICS, INC.

ARTICLES II - TERM OF EXISTENCE

This corporation shall begin its corporation existence as of the 29th day of June, 1998, and shall exist perpetually.

ARTICLES III - GENERAL PURPOSE

The general purpose for which this corporation is organized shall be the installation, repair, cleaning and related services to acoustical ceilings and related services and to do all things in connection therewith that are customarily done by an acoustical contractor under the laws of the State of Florida. The business of the corporation shall be limited to the foregoing activities.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE, REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial Registered Office of the corporation in the State of Florida will be 1340 Tuskawilla Road, Winter Springs, Florida 32708, and the name of the initial Registered Agent as such address is GRACE ANN GLAVIN, ESQUIRE.

The street address of the principal office of the corporation is 1101 Santa Cruz Way, Winter Springs, Florida 32708.

ARTICLE VI - DIRECTORS AND INCORPORATION

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time with by-laws adopted by the shareholders, but shall never be less than one.

EFFECTIVE DATE
6/29/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 9:25

FILED

C: The name and address of the incorporator of this corporation and the initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and are qualified is:

NAME

ADDRESS

Mark S. Dixon

1101 Santa Cruz Way
Winter Springs, Florida 32708

ARTICLE VII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any incorporator, officer or director, of any former incorporator, officer or director, to the full extent permitted by law.

THE WITNESS WHEREOF, the undersigned incorporators have made an subscribed these Articles of Incorporation at Winter Springs, Florida this 29th day of June, 1998.

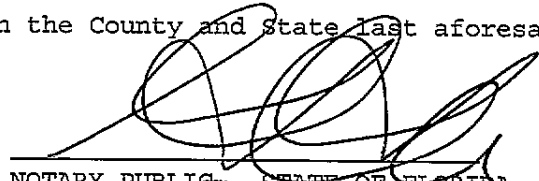


Mark S. Dixon

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Mark S. Dixon, and has produced FIDAL as identification and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires
 GRACE ANNE GLAVIN
MY COMMISSION # CC473111 EXPIRES
June 15, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091, Florida Statutes, the following is submitted in compliance with said Act; that MARK DIXON ACOUSTICS, INC. desiring to organize

under the laws of the State of Florida, with its principal place of business at Oviedo, Florida, has named GRACE ANNE GLAVIN, ESQUIRE, located at Winter Springs, Florida, as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

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

DATED this 29th day of June, 1998.



GRACE ANNE GLAVIN

FILED
98 JUL -2 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA