

P 9800071242
LAW OFFICES OF DANIEL T. WHITE, ESQ.

**1304 N.W. 98th Terrace
Gainesville, Florida 32606**

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August 10, 1998

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

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-08/11/98-01066-017
****122.50 ****122.50

re: UltraTone Enterprises, Inc.

To whom it may concern:

Please find enclosed an executed original and one photocopy of the articles of incorporation for the above referenced corporation. In that regard, I have also enclosed a check in the amount of \$122.50 to cover the required filing fees (articles--\$35.; registered agent designation--\$35; and certified copy \$52.50). Please return a certified copy to me in the self-address, stamped envelope that I have enclosed for your convenience. Thanks.

Sincerely,


Daniel T. White

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ULTRATONE ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: Name

The name of the Corporation is ULTRATONE ENTERPRISES, INC.

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purpose

The Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Corporation may choose to engage in business activities.

Article IV: Capital Stock

(a) The Corporation shall have the authority to issue thirty million (30,000,000) shares of capital stock, of which: Twenty-nine million (29,000,000) shall be Common Stock having a par value of \$.001 per share, and having unlimited voting rights, and, subject to any rights of Preferred Stock (as may be subsequently determined by the Corporation's Board of Directors, as authorized below), being entitled to receive the net assets of the Corporation upon dissolution; and One million (1,000,000) shares shall be Preferred Stock having a par value of \$.001 per share.

(b) The Corporation's Board of Directors shall have the authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution(s) providing for the issuance of shares of Preferred Stock in series, the following:

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time(s) when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether dividends will be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate(s) or price(s) at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such a fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class(es) or other series of the same or other class(es) of stock of the Corporation, the price(s) or rate(s) of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holders of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange;

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares; and

(ix) The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution(s) fixing the rights of such class or series.

(c) No holder of shares of either Common Stock or Preferred Stock of the Corporation shall have any preemptive rights thereby entitling a Shareholder, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

Article V: Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1304 N.W. 98th Terrace, Gainesville, Florida 32606 and the name of the initial registered agent of the Corporation at that address is Daniel T. White, Esquire.

Article VI: Principal Office and Mailing Address


The principal office location and mailing address of this Corporation is 1304 N.W. 98th Terrace, Gainesville, Florida 32606.

Article VII: Incorporator

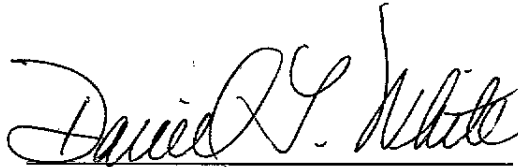
The name and address of the incorporator of the Corporation and the person signing the Corporation's original Articles of Incorporation is:

Daniel T. White, Esquire
1304 N.W. 98th Terrace
Gainesville, Florida 32606

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of August, 1998.


Daniel T. White, Esquire
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

A handwritten signature in cursive script, appearing to read "Daniel T. White".

Daniel T. White, Esquire

Dated: August 10 1998

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TALLAHASSEE, FLORIDA