

TRANSMITTAL LETTER

DATE: 6 October 1998

**Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

900002660149--3
-10/09/98--01038--004
*****78.75 *****78.75

SUBJECT: "Headsets Inc."

**Enclosed is an original and one (1) copy of the articles of incorporation and
a check for \$70.00 to cover the filing fee.**

FROM: James L. Powell
P.O. Box 350126
Grand Island, FL 32735-0126

PHONE: (352) 357-9919

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT -9 AM 8:48

FILED

OCT 15 1998

[Handwritten signature]

ARTICLES OF INCORPORATION
-OF-

FILED
98 OCT -9 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I- NAME

The name of the corporation is: " Headsets Inc."

ARTICLE II

To manufacture, purchase, or otherwise dispose of , and to invest in trade-in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; including but not Limited to the brokering of businesses and personal property; the brokering of investments and franchises; and the placement of investments; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad canal, telegraph, telephone, or cemetary company, a building an loan association, mutual fire insurance association, co-operation association, fraternal benefits society, state fair or exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares this cooperation is authorized to have outstanding at any time is One Hundred (100) shares of common stock at a par value of \$5.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors but shall not be less than par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corpoarition is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corpoarition in the State of Florida is:

*36506 Calla Court, Leesburg, Florida 34788
P.O. Box 350126 (Mailing Address)
Grand Island, Florida 32735-0126*

The Board of Directors may, from time to time move the pricipal office to any other other address in Florida

ARTICLE VII
DIRECTORS

This corpoaration shall have two (2) directors initially, time by by-laws adopted by the the stockholders, but shall never be less than two (2)

**ARTICLE VIII
INITIAL DIRECTORS**

The names and Post Office addresses of the members of the first Board of Directors are:

*James L. Powell 35606 Calla Court
Leesburg, Florida 34788*

*Claudette. Powell 35606 Calla Court
Leesburg, Florida 34788*

**ARTICLE IX
SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock of each agrees to take and the value of the consideration therefore are:

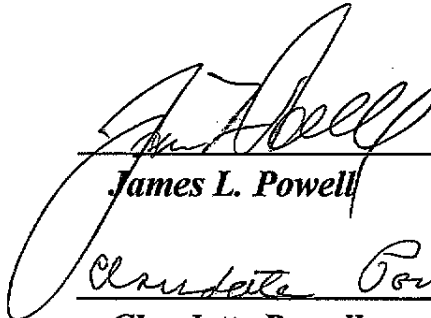
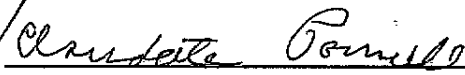
*James L. Powell 35606 Calla Court 51 shares at \$5 per share
Leesburg, Florida 34788*

*Claudette Powell 35606 Calla Court 49 shares at \$5
Leesburg, Florida 34788 per share*

*The registered agent is James L. Powell and the registered office is
35606 Calla Court, Leesburg, Florida 34788*

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them to the Stockholders, and approved at a Stockholders

*meeting by a majority of the stock holders entitled to vote thereon, unless
all the directors and all stock holders sign a statement manifesting
their intention that a certain amendment of these Articles of Incorporation
be made.*


James L. Powell

Claudette Powell

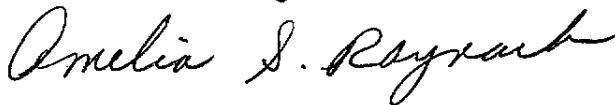
FILED
OCT-9 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

SS

*I HEREBY CERTIFY that on this day, before me a Notary Public,
duly authorized in the State and County named aboved to take
acknowledgement personally appeared James L. Powell and
Claudette Powell known to be the persons described as subscribers
in and who executed the foregoing Articles of Incorporation and
acknowledge before me that they subscribe to these Articles of
Incorporation.*

*Witness by my hand and official seal in the County and State named
above this 7th day of October 1998.*





Amelia S. Raynack
MY COMMISSION # CC739812 EXPIRES
July 18, 2002
BONDED THRU TROY FAIR INSURANCE, INC.