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W.T. GREEN

ATTORNEY AT LAW

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November 19, 1998

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

Re: STEREO-RAMA, INC.

Enclosed herewith are the original and one copy of Articles of Incorporation for the above referenced Corporation, including Designation of Resident Agent and Acceptance, together with our check in the amount of \$70.00 to cover the cost of the filing fee.

If the same meets with your approval, we ask that you return the file stamped copy to this office along with the Corporate Charter.

In the event you have any questions, please do not hesitate to call my office collect.

Thank you for your assistance in this matter.

Very truly yours,



W. T. GREEN, ESQ.

WTG/bm

Enclosures as stated

cc: Client

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ARTICLES OF INCORPORATION
of
STEREO-RAMA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:19

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

1. The name of the corporation is:

STEREO-RAMA, INC.

2. The period of its duration is perpetual.

3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. The corporation shall have authority to issue 7500 shares all of one class, \$1.00 par value.

5. The principal address and registered office address is 969 N. Suncoast Blvd., Crystal River, FL 34429 and the name of its registered agent at said address is WILLIAM R. O'BRIEN.

6. The number of directors constituting its initial board of directors is one, whose name and address is:

<u>Name</u>	<u>Address</u>
V. UPENDER RAO	969 N. Suncoast Blvd. Crystal River, FL 34429

7. The name and address of the incorporator is:

V. UPENDER RAO, 969 N. Suncoast Blvd., Crystal River, FL 34429.

8. Preemptive Rights shall be as follows:

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter

when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.



V. UPENDER RAO

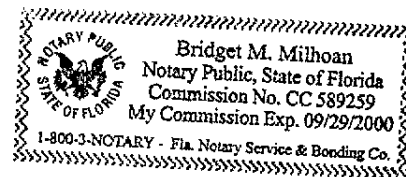
STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared, V. UPENDER RAO, to me well known to be the individual described in and who subscribed the above articles of incorporation, and he

did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Crystal River, in said County and State this 18th day of November, 1998.

Bridget M. Milhoan
NOTARY PUBLIC



DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First - STEREO-RAMA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Crystal River, State of Florida, has named WILLIAM R. O'BRIEN located at 969 N. Suncoast Blvd., Crystal River, FL 34429, as its agent to accept service of process within Florida.

Signature V. Upender RAO
Title President
Date November 18, 1998

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.

William R. O'Brien
WILLIAM R. O'BRIEN
Date 11/19/1998

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