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A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELLORS AT LAW
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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VIA FEDERAL EXPRESS

RE: Atlantic Professional Audio, Inc.
Our File No. 4692-001

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation along with the Transmittal Letter for the filing of the above corporation. Please file the enclosed and return a certified copy of same to Stephen R. Klorfein at the above address. Also enclosed is our check in the amount of $122.50 payable to the order of Department of State of Florida.

Thank you for your assistance and cooperation. If you need further documentation or have any questions or concerns regarding the foregoing, please feel free to contact me.

Sincerely yours,

Kim Stearns

Kim Stearns
Legal Assistant

/kbs
Enclosures

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ARTICLES OF INCORPORATION

OF

ATLANTIC PROFESSIONAL AUDIO, INC.

I.

The name of the Corporation is ATLANTIC PROFESSIONAL AUDIO, INC.

II.

The aggregate number of shares which the Corporation shall have the authority to issue is One Hundred Thousand (100,000), all of which shall be one (1) class of shares of common stock.

III.

The initial registered office of the Corporation shall be located at 777 East Highway 436, Altamonte Springs, Florida 32701. The initial registered agent of the Corporation at such address shall be Kelly Gazaway.

IV.

The name and address of the Incorporator is Craig Beyrooti being represented by Stephen R. Klorfein, Attorney for the Incorporator, 400 Perimeter Center Terrace, N.E., Suite 720, Atlanta, DeKalb County, Georgia 30346-1234.

V.

The mailing address of the initial principal office of the Corporation is 400 Perimeter Center Terrace, N.E., Suite 720, Atlanta, DeKalb County, Georgia 30346-1234.

VI.

If at any time the Corporation has in effect an election to be a small business corporation (an "S Corporation") pursuant to the provisions of Section 1361 of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), the following restrictions shall apply in order to maintain the Corporation's status as an S Corporation unless otherwise agreed upon unanimously in writing by the shareholders of the Corporation:

(a) Shares of the Corporation may not be issued, sold, pledged or otherwise transferred or assigned to any person or entity if such transaction would (i) cause the Corporation to have more than seventy-five (75) shareholders or (ii) cause the Corporation to have as a shareholder a person or entity which would make the Corporation ineligible to elect to be an S Corporation under Section 1361 of the Code.

(b) In the event any shareholder of the Corporation shall desire to sell, pledge, or otherwise transfer in any manner any or all of his stock in the Corporation, any such transfer or attempt to transfer shall be void, and the purported transferee or beneficiary thereof shall not be the record or beneficial owner of such shares of stock in the Corporation or have any interest therein or be entitled to any of the rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger books to the purported transferee or beneficiary thereof unless and until the shareholder attempting to so transfer some or all of his stock in the Corporation shall have obtained the written consent of the Corporation to such transfer. The Corporation shall be under no obligation to consent to any proposed transfer.

(c) In the event of the death, disability or bankruptcy of a shareholder, upon the levy, seizure or foreclosure on any shares of stock in the Corporation, or upon the occurrence of any other event which would cause the shareholder or his representative to transfer the shareholder's stock in the Corporation involuntarily in violation of the provisions of paragraph (a) of this Article VI, or should a court require the shareholder to transfer all or any portion of his stock in the Corporation in violation of paragraph (a) of this Article VI, then in any such event, such transfer or attempted transfer shall be void and the purported transferee or beneficiary shall not be the record or beneficial owner of such shares or have any interest therein or be entitled to any of the rights appertaining thereto, and the Corporation shall not transfer any such shares on its stock ledger books to the purported transferee or beneficiary thereof; and, in addition, such shares shall be deemed to be redeemed immediately before the occurrence of the attempted involuntary transfer, and payment therefor shall be made at the price and in the manner provided for in the Florida Business Corporation Code, as it may be amended from time to time.

(d) Each stock certificate of the Corporation shall bear the following legend:

> "Transfer of shares of stock of Atlantic Professional Audio, Inc., evidenced by this certificate is limited by the terms and provisions of the Articles of Incorporation, and any attempted sale, pledge or other transfer of this certificate shall be void unless made in compliance with the provisions of the Articles of Incorporation."

VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten

(10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

VIII.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) of the types set forth in the Florida Business Corporation Code; or (iv) for any transaction from which the director has derived an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

Stephen R. Klorfein, Esquire
Attorney for the Incorporator

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Having been named as Registered Agent and to accept service of process for Atlantic Professional Audio, Inc. at the place designated in the 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.

Kelly Gazaway

Kelly Gazaway Date: 1/22/99

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