

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MCFARLAND, GOULD, LYONS & SULLIVAN, P.A.
Account Number : I19990000015
Phone : (727) 461-1111
Fax Number : (727) 461-6430

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MUSIC & SOUND INVESTMENTS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OFSECRETARY OF STATE
TALLAHASSEE, FLORIDA

MUSIC & SOUND INVESTMENTS, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is MUSIC & SOUND INVESTMENTS, INC. (the "Corporation"), and its principal office address is 10720 - 74th Avenue North, Suite E, Seminole, Florida 33772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock with no par value.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 311 South Missouri Avenue, Clearwater, Florida 33756, and the name of the initial registered agent is Gary W. Lyons..

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAMEADDRESS

Robert G. Troke

P.O. Box 1068
Pinellas Park, FL 33780-1068

Prepared by:
Gary W. Lyons, Esq.
FBN 0268186
McFarland, Gould, Lyons &
Sullivan, P.A.
311 South Missouri Avenue
Clearwater, FL 33756
(727) 461-1111

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAMEADDRESS

Robert G. Troke

P.O. Box 1068
Pinellas Park, FL 33780-1068ARTICLE 8: INDEMNIFICATION

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

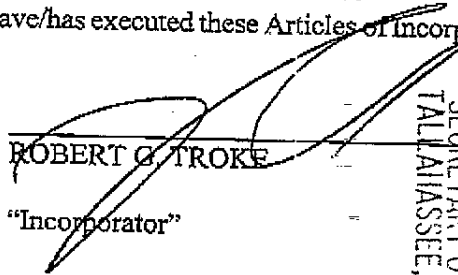
ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned have/has executed these Articles of Incorporation this 26th day of February, 1999.

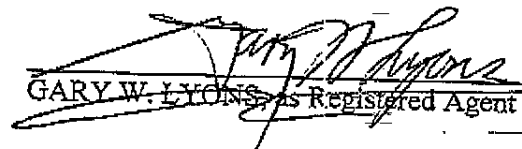

ROBERT G. TROKE

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 26th day of February, 1999.


GARY W. LYONS, as Registered Agent