

LAW OFFICES OF  
DAVID W. WILCOX

308 THIRTEENTH STREET WEST  
BRADENTON, FLORIDA 34205

June 24, 1999

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

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-06/28/99--01116--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation  
Sound Ground, Inc.

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please file the articles and return a stamped copy to me for my records.

Thank you for your cooperation in this matter.

Very truly yours,

  
David W. Wilcox

DWW: bbw  
Enclosures

FILED  
99 JUN 28 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. GALLMON-CASE JUN 30 1999

**ARTICLES OF INCORPORATION  
OF  
SOUND GROUND, INC.**

FILED  
99 JUN 28 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME/ADDRESS**

The name of this corporation is **SOUND GROUND, INC.** and its mailing and principal office address is 101 41st Street NE, Bradenton, FL 34208.

**ARTICLE 2 - PURPOSE**

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

**ARTICLE 3 - POWERS**

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 7500 voting common stock with a par value of \$.01 per share.

**ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 308 13th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

**ARTICLE 6 - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than

one. The name and address of the initial Board of Directors is:

**DAVID W. WILCOX**  
308 13th Street West  
Bradenton, Florida 34205

**ARTICLE 7 - INCORPORATOR**

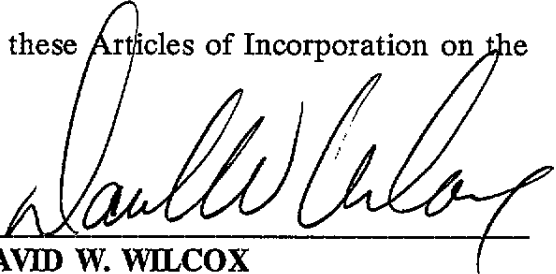
The name and address of the incorporator is:

**DAVID W. WILCOX, Esq.**      **308 13th St. West**      **Bradenton, FL 34205**

**ARTICLE 8 - AMENDMENT**

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

The undersigned incorporator has executed these Articles of Incorporation on the 24 day of June, 1999.

  
\_\_\_\_\_  
**DAVID W. WILCOX**

**STATE OF FLORIDA**  
**COUNTY OF MANATEE**

**BEFORE ME**, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

**WITNESS** my hand and official seal this 24 day of June 1999.

  
\_\_\_\_\_  
**NOTARY PUBLIC**



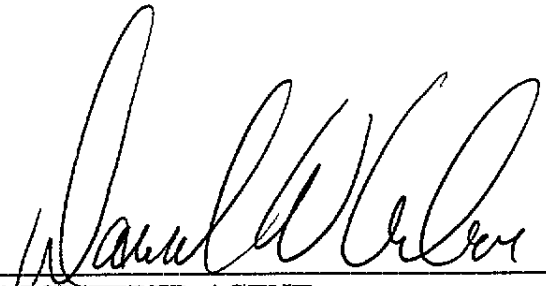
Barbara B. Wells  
MY COMMISSION # CC745906 EXPIRES  
September 28, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED:

June 24, 1999

  
\_\_\_\_\_  
REGISTERED AGENT

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FILED  
99 JUN 28 AM 11: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA