

STEPHEN L. COOK
Attorney & Counselor At Law
10800 North Military Trail 2nd Floor
Palm Beach Gardens, FL 33410
561-622-2946 • 561-622-7225 Fax

P990000 95681

TRANSMITTAL LETTER

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

200003027752--7
-10/28/99--01040--029
*****70.00 *****70.00

SUBJECT: Musonics.com, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check

for Seventy Dollars

FROM: Stephen L. Cook
10800 North Military Trail, Suite 213
Palm Beach Gardens, FL 33410
561-622-2946

FILED
99 OCT 28 AM 3:16
TALLAHASSEE, FLORIDA

gjc 10/29

**ARTICLES OF INCORPORATION
OF
Musonics.com, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be Musonics.com, Inc..

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 10800 North Military Trail, Second Floor , Palm Beach Gardens, Florida 33410.

**ARTICLE III
AUTHORIZED CAPITAL STOCK**

The number of common shares which the corporation shall have authority to have outstanding at any one time are TEN MILLION (10,000,000), and carry a par value of .001.

**ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE**

The name of the corporation's initial registered agent is Stephen L. Cook and the mailing address of it's initial agent is 10800 North Military Trail, Second Floor , Palm Beach Gardens, Florida 33410.

**ARTICLE V
INCORPORATOR**

FILED
99 OCT 28 AM 3:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

The name and street address of each incorporator to these Articles of Incorporation is:

Stephen L. Cook

10800 North Military Trail, Second Floor, Palm Beach Gardens, Florida 33410

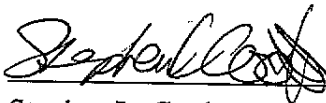
ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

The duration of the corporation shall be perpetual.

The undersigned incorporator(s) have executed these Articles of Incorporation this 26 day of October, 1999.

A handwritten signature in cursive script, appearing to read "Stephen L. Cook", is written over a horizontal line.

Stephen L. Cook

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES. THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Musonics.com, Inc.
2. The name of the corporation's initial registered agent is Stephen L. Cook and the mailing address of it's initial agent is 10800 North Military Trail, Second Floor, Palm Beach Gardens, Florida 33410.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Signature of Registered Agent

OCT 26 1999

Date

FILED
B9 OCT 28 AM 3:17
TALLAHASSEE, FLORIDA