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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : INCORPORATETIME.COM, INC.  
Account Number : I19990000221  
Phone : (631) 224-9004  
Fax Number : (631) 224-7979

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

Acoustic Learning Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

APR 22 2003

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ARTICLES OF INCORPORATION

**THE UNDERSIGNED INCORPORATION FOR THE PURPOSE OF FORMING  
A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,  
HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.**

ARTICLE I -NAME

THE NAME OF THE CORPORATION SHALL BE:

Acoustic Learning Inc.

ARTICLE II -PRINCIPAL OFFICE

The principal place of business & mailing address of this corporation shall be

4438 Murietta Ave #12A  
Sherman Oaks, CA 91423

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have at any  
one time is:

2,000 shares at \$.01 par value

ARTICLE IV -INITIAL OFFICERS/DIRECTORS:

President/Director: Christopher Aruffo 4438 Murietta Ave #12A, Sherman Oaks, CA 91423

ARTICLE V -INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent are:

Don Smith  
4614 NW 21<sup>st</sup> Terrace, Gainesville, FL 32605

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ARTICLE VI-INCORPORATOR:

The name and address of the Incorporator to these Articles of Incorporation are:

Kerry Walsh  
incorporateTime.com, Inc.  
35-37 Carleton Avenue, Suite 200  
Islip Terrace, NY 11752

KWalsh  
Kerry Walsh, Incorporator

4/22/03  
Date

Having been named registered agent and to accept service of process for the above stated corporation as 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.

Donald Smith  
Don Smith, Registered Agent

4/18/03  
Date

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TALLAHASSEE, FLORIDA

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