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RECEIVED  
95 AUG 15 AM 11:04  
DIVISION OF CORPORATION

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)  
890 S.W. 87 AVENUE, SUITE: 16  
(Address)  
MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE  
(904)385-6715

OFFICE USE ONLY

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-00/15/95--01010--043  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- MIAMI GETDOWN AUTO SOUND, INC.  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*SDS*

95 AUG 15 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

Examiner's Initials

ARTICLES OF INCORPORATION

OF

MIAMI GETDOWN AUTO SOUND, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MIAMI GETDOWN AUTO SOUND, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) / Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

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#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

BENITO CUSCO  
3150 S.W. 27 ST.  
MIAMI, FL. 33133

The Principal office shall be:

3150 S.W. 27 ST.  
MIAMI, FL. 33133

#### ARTICLE VI

The initial Board of Directors shall consist of a total of two(2) person, and the name and address of the person who is to serve as an initial director is:

PRESIDENT: BENITO CUSCO  
3150 S.W. 27 ST.  
MIAMI, FL. 33133

V.PRESIDENT: RICHARD RAMIREZ  
3150 S.W. 27 ST.  
MIAMI, FL. 33133

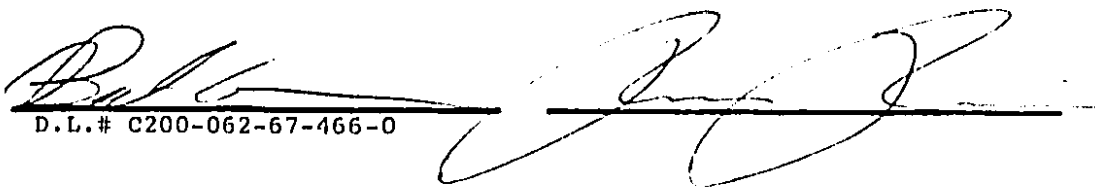
The name and address of the incorporator executing these Articles of Incorporation is:

BENITO CUSCO

RICHARD RAMIREZ

3150 S.W. 27 ST.  
MIAMI, FL. 33133

IN WITNESS WHEREOF, the undersigned incorporator has (we) executed these Articles of Incorporation this 14 day of AUGUST, 1995.



D.L.# C200-062-67-466-0

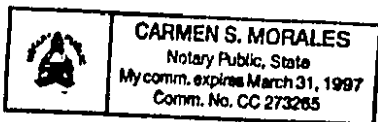
STATE OF FLORIDA }  
COUNTY OF DADE } SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared BENITO CUSCO known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 14 day of AUGUST, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



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

Pursuant to the provisions of sections 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: MIAMI GETDOWN AUTO SOUND, INC.

2. The name and address of the registered agent and office is:

BENITO CUSCO

(NAME)

3150 S.W. 27 ST.

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33133

(CITY/STATE/ZIP)

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



DATE

8/14/95

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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CHIEF CLERK  
904/252-1111  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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- Walk in     Pick up time 5:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

95 SEP 25 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	Other

9125  
*John Amend*

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

Miami Getdown Auto Sound, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Article V

The street address of the new registered office and the name of the new Resident Agent of this Corporation shall be:

Wilfred L. Cusco  
3150 S.W. 27th St.  
Miami-FL 33133

Article VI

The new Board of Directors shall consist of a total of two(2) person, and the name and address of the person who is to serve as a new director is

President Wilfred L. Cusco  
3150 S.W. 27th St.  
Miami-FL 33133

Vice-President Richard Ramirez  
2969 N.W. 97th Ct.,  
Miami-FL 33147

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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TALLAHASSEE FLORIDA

THIRD: The date of each amendment's adoption: sep/5/95

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5 day of September, 19 95.

Signature

[Signature]  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Benito Cusco

Typed or printed name

President

Title

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

[Signature]

DATE

9-5-95