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O.B. Samuel, Jr., P.A.

Attorney at Law

Concord Square • 11 North Magnolia Avenue • Suite G • Ocala, Florida 34475
Post Office Box 502 • Ocala, Florida 34478
(352) 351-8845
Fax (352) 368-2565

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 11, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/18/97--01041--003
****122.50 ****122.50

Re: Mega Sound & Glass Master, Inc.

Gentlemen:

Enclosed herewith are Articles of Incorporation and one copy of said articles, together with a check in the amount of $122.50 to cover filing fee and certificate regarding the above referenced matter.

Thank you for your assistance in this matter, and if you should have any questions, please do not hesitate to contact my office.

Very truly yours,

O.B. Samuel, Jr.

:csw
Enclosures

FEB 2 4 1997

ARTICLES OF INCORPORATION
OF
MEGA SOUND & GLASS MASTER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE
Name

The name of the corporation is **Mega Sound & Glass Master, Inc.**

ARTICLE TWO
Corporate Duration

This corporation shall have perpetual existence. The date and time of the commencement of corporate existence is at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE THREE
Purpose

The general purposes for which the corporation is organized are:

1. To engage in the business of car stereos, window treatment, automobile accessories and related activities.

2. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefor.

3. To make and enter into all contracts necessary and proper for the conduct of its business and businesses.

4. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with laws of the State of Florida.

5. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE FOUR
Shares

This corporation is authorized to issue 1,000 shares of common stock with a par value of $1.00 per share.

ARTICLE FIVE
Registered Office and Agent

The street address of the initial registered office of the corporation is 207 South Pine Avenue, Ocala, Florida 34474, and the name of its initial registered agent at such address is **Mark Hart, III.**

ARTICLE SIX
Directors

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Mark Hart, III	11030 S.W. 27th Avenue Ocala, Florida 34476
Anthony Chessari	300 N.E. 51st Avenue Ocala, Florida 34471

ARTICLE SEVEN
Incorporator

The name and address of the incorporator is:

Anthony Chessari	300 N.E. 51st Avenue Ocala, Florida 34471

ARTICLE EIGHT
By-Laws

The power to adopt, alter, amend or repeal By-Lays shall be vested in the Board of Directors and the Shareholders.

ARTICLE NINE
Officers

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

President	**Mark Hart, III** 11030 S.W. 27th Avenue Ocala, Florida 34476
Vice-President	**Anthony Chessari** 300 N.E. 51st Avenue Ocala, Florida 34471
Secretary	**Chenita Hart** 11030 S.W. 27th Avenue Ocala, Florida 34476
Treasurer	**Sheila Chessari** 300 N.E. 51st Avenue Ocala, Florida 34471

ARTICLE TEN
Dissolution

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote their own. On Dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed t the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 11th day of February, 1997.

Mark Hart III

MARK HART, III, President

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared **Mark Hart, III**, personally known to me or has provided FL DL#H630548668 as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of February, 1997.

Catherine S. Fox

Notary Public, State of Florida at Large

My commission expires:

CATHERINE S. FOX
Notary Public, State of Florida
My Comm. Expires Apr. 5, 1998
No. CC 361562
Bonded Thru Official Notary Service

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

TO: State of Florida
Office of the Secretary of State

The undersigned having been designated as agent for service of process within the State of Florida upon **Mega Sound & Glass Master, Inc.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation and is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. The location of the office of said corporation is **207 South Pine Avenue, Ocala, Florida 34474.**

IN WITNESS WHEREOF, the name and seal of said registered agent is hereunto affixed at Ocala, Marion County, Florida, this 11th day of February, 1997.

MARK HART, III

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TALLAHASSEE, FLORIDA