

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

447579

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12-13-99

700003067457--9
-12/13/99--01066--003
*****43.75 *****43.75

REF. #: 0150. 9503

CORP. NAME: Sound Advise, Inc

☐ ARTICLES OF INCORPORATION

☐ ANNUAL REPORT

☐ FOREIGN QUALIFICATION

☐ REINSTATEMENT

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ OTHER: _____

☒ ARTICLES OF AMENDMENT

☐ TRADEMARK/SERVICE MARK

☐ LIMITED PARTNERSHIP

☐ MERGER

☐ ARTICLES OF DISSOLUTION

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ WITHDRAWAL

☐ UCC-3

FILED
99 DEC 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 13 AM 10:41
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6081 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

C. COULLIETTE DEC 21 1999

Examiner's Initials _____

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

December 13, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: SOUND ADVICE, INC.
Ref. Number: 447579

We have received your document for SOUND ADVICE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00058407

RECEIVED
99 DEC 21 AM 11:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUND ADVICE, INC.**

**Original Articles of Incorporation
filed with the Florida Department of State
on March 12, 1974**

**FILED
99 DEC 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of SOUND ADVICE, INC. are hereby amended and restated in their entirety as follows:

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

The name of the corporation is SOUND ADVICE, INC. (hereinafter called the "Corporation").

ARTICLE II

The general nature of the business or businesses to be transacted is:

- (a) To carry on the business of purchasing and selling at wholesale and retail electronic equipment and component parts and all businesses necessarily or impliedly incidental thereto.
- (b) To buy, sell, exchange, lease, lend, import, export, manufacture, repair, service, improve, manage, deal and trade in any and all kinds of property, real, personal or mixed, of whatsoever nature and wheresoever situated, as principal, agent, factor, correspondent, or broker, for the corporation account or for the account of others.
- (c) To negotiate, invest in, acquire, buy, sell, transfer, convey, encumber, hypothecate, exchange, trade, service, deal in any and all types of investments and securities, as principal, agent, factor, correspondent, representative or broker.
- (d) To engage in any and all lawful businesses, trades, occupations and professions.
- (e) To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(f) To engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is ten million (10,000,000) shares of common stock, all of which are to have a par value of one cent (\$0.01).

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation is to have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation is 1901 Tigertail Boulevard, Dania Beach, Florida 33004.

ARTICLE VII

DIRECTORS

(a) **NUMBER.** The number of directors of the corporation may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one.

(b) **STAGGERED TERMS.** The Board of Directors shall be divided into three classes, as nearly equal in number as possible. The first director in excess of the number divisible by three shall be assigned to Class I, and any additional director shall be assigned to Class II, as the case may be. At the first election of directors to such classified Board of Directors, each Class I Director shall be elected to serve until the next ensuing annual meeting of shareholders, each Class II Director shall be elected to serve until the second annual meeting of shareholders and each Class III Director shall be elected to serve until the third annual meeting of shareholders. At each annual meeting of shareholders following the meeting at which the Board of Directors is initially classified, the number of directors equal to the number of directors of a class whose term expires at the time of such meeting shall be elected to serve until the third ensuing annual meeting of shareholders. Notwithstanding any of the foregoing provisions of this Article 7, directors shall serve until their successors are elected and qualified or until their earlier death, resignation or removal from office, or until there is a decrease in the number of directors; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII

The names and post office address of the President and Secretary-Treasurer are:

President	PETER BESHOURI	1901 Tigertail Boulevard Dania Beach, Florida 33004
Secretary	MICHAEL BLUMBERG	1901 Tigertail Boulevard Dania Beach, Florida 33004

ARTICLE IX

The Board of Directors is authorized to adopt By-laws, including provisions, governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-laws are not contrary to the laws of the State of Florida.

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, of the corporation to the fullest extent permitted by law.

ARTICLE XI

Any shareholder of record of the corporation holding 15% or more of the outstanding shares of common stock of the corporation shall be entitled to require cumulative voting for the election of the directors of the corporation at the next shareholders' meeting to be held by the corporation for the purpose of the election of directors provided such shareholder, at the time such shareholder holds 15% or more of the outstanding common stock of the corporation, shall elect to require cumulative voting by giving written notice to the President or Vice President of the corporation no later than six months after the holding of the previous shareholders' meeting at which directors of the corporation were elected. In such event, each shareholder of the corporation at the next shareholders' meeting for the election of directors shall be allowed to cumulatively vote his shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of said shareholders' shares or to distribute such votes on the same principle among as many candidates as such shareholder may wish. The right to vote cumulatively as herein provided shall not be further restricted or qualified by any provision in the By-laws of the company.

ARTICLE XII

The Restated Articles of Incorporation was adopted by the unanimous consent of the Board of Directors of the Corporation and during an annual meeting of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, as of 27th day of October, 1999 in the manner prescribed by Section 607.1003 of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29th day of November, 1999.

SOUND ADVICE, INC.

By: 
Michael Blumberg Senior Vice, President

MIAMI/RODRIGUEZY/1093076/nff8011.DOC/11/24/99