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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PRO SOUND CA, LLC

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| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
OF
PRO SOUND CA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") is: PRO SOUND CA, LLC

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 1375 NE 123rd Street, Miami, Florida 33161.

**ARTICLE III
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Rod Sintow, and his address is 1375 NE 123rd Street, Miami, Florida 33161.

**ARTICLE V
MANAGEMENT**

The Company shall be a manager-managed company. The Manager has the sole right and full and exclusive authority to manage and operate the business of the Company. No Member, in its capacity as such, may transact any business for the Company or take any part in the management of the Company and will have no power to bind or commit the Company.

The undersigned executed these Articles of Organization on this 15th day of August 2003.

Authorized Representative of the Members:

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Rodrick Sintow

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PRO SOUND CA, LLC

2. The name and the Florida address of the registered agent are:

Roderick Sintow
1375 NE 123rd Street
Miami, Florida 33161

S

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


Roderick Sintow

03 AUG 15 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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