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January 26, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000003114610--3
-01/28/00--01067--001
****122.50 ****78.75

Re: Incorporation of: South Beach Audio, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for South Beach Audio, Inc. and our check in the sum of \$122.50. Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

MICHAEL WEISS & ASSOCIATES, P.A.


Michael N. Weiss

MNW/dmp
Enclosures
Via Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 10:01

B. McKnight FEB 02 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 10:01

ARTICLES OF INCORPORATION
OF
SOUTH BEACH AUDIO, INC.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

SOUTH BEACH AUDIO, INC.
650 West Avenue, Suite 1712
Miami Beach, Florida 33139

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MICHAEL N. WEISS, ESQUIRE
Michael Weiss & Associates, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Patricia Marun

650 West Avenue, Suite 1712
Miami Beach, Florida 33139

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

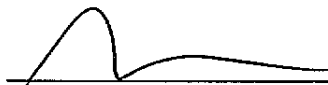
INCORPORATOR

ADDRESS

MICHAEL N. WEISS

Michael Weiss & Associates,
P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

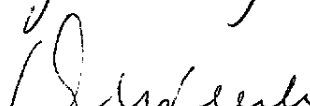
The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 27th day of January, 2000.



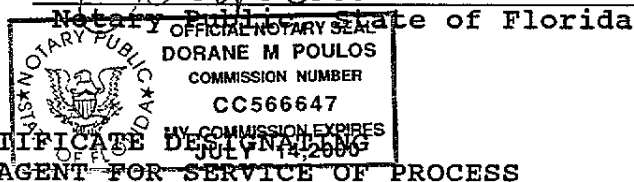
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared MICHAEL N. WEISS, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 27 day of January, 2000.




My Commission Expires:



Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MICHAEL N. WEISS, as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.



MICHAEL N. WEISS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 10:01