

APR-06-2000 14:40

EMPIRE CORP

305 541 3770 P.01/06

Division of Corporations

PD000000353476

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000015510 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
00 APR -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PROFESSIONAL SOUND INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

H00000015510

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL SOUND INDUSTRIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be: Professional Sound Industries, Inc.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any all lawful and legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a \$.01 par value per share.

**ARTICLE IV
ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 11645 Biscayne Boulevard, Suite 210, Miami, Florida 33181 and the initial registered Agent for the corporation at that address is Jeffrey L. Freeman, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

H00000015510

H00000015510**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
INITIAL BUSINESS ADDRESS**

The initial business address of the corporation shall be as follows:
660 Northeast 118th Street, North Miami, Florida 33161

**ARTICLE VIII
OFFICERS AND DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

Name	Address
Armando Rua, Jr.	660 Northeast 118 th Street, North Miami, Florida 33161
Elizabeth F. Rua	660 Northeast 118 th Street, North Miami, Florida 33161

The names and addresses of the initial officers are:

H00000015510

H00000015510

Name	Office	Address
Armando Rua, Jr.	President	660 Northeast 118 th Street, North Miami, Florida 33161
Elizabeth F. Rua	Vice-President	660 Northeast 118 th Street, North Miami, Florida 33161

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present of any meeting of the board at which action upon any such contract or transaction shall be taken; and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

H00000015510

H00000015510

**IX
DISSOLUTION**

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

**X
INCORPORATOR**

The name and address of the person signing these Articles is:

Elizabeth F. Rua

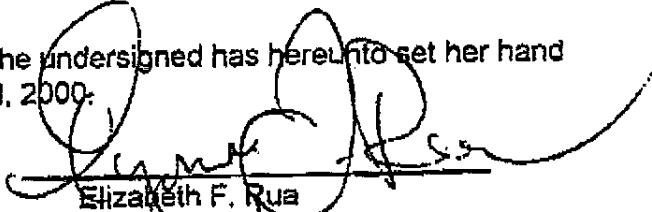
Whose address is:

660 Northeast 118th Street, North Miami, Florida 33161

**XI
BY LAWS**

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 5 day of April, 2000.


Elizabeth F. Rua

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

Professional Sounds Industries, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 660 Northeast 118th Street, North Miami, Florida 33160 has named JEFFREY L. FREEMAN,

H00000015510

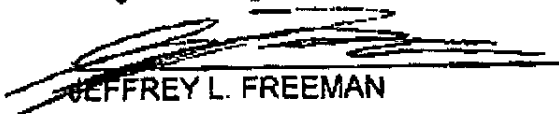
H00000015510

whose address is 11645 Biscayne Boulevard, Suite 210, Florida 33181 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


JEFFREY L. FREEMAN

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Elizabeth F. Rua, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 5 day of April, 2000.



Notary Public

My commission expires:



Bernadette Kelper
My Commission CC745893
Expires May 27, 2002

H00000015510

FILED
00 APR -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA