AZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE 200003207172--0 (Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Compration Name) (Document #) (Corporation Name) (Document #) Pick up time Walk in Certified Copy Will wait Certificate of Status Mail out Photocopy AMENDMENTS **NEW FILINGS** Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawai Domestication Merger Other REGISTRATION OTHER FILNGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials

CP2E031(9/92)

ARTICLES OF INCORPORATION

OF EMINENT AUDIO USA, INC.



ARTICLE I

The name of this corporation is EMINENT AUDIO USA, INC..

ARTICLE II

This corporation shall have a perpetual existence unless dissolved according to law commencing on the 12th day of April, 2000.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

This corporation is authorized to issue ONE THOUSAND (1,000) SHARES at One Dollars par value each common stock which shall be designated "Common Shares".

ARTICLE V

The street address of the principal registered office of this corporation 4720 N.W. 114 Ave., Suite 203, Miami, Fl. 33178, and the same of the initial registered agent at that address ENRIQUE L. HERNANDEZ, JR...

ARTICLE VI

This corporation shall have (2) directors 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 (2) two. The names and addresses of the initial directors of this corporation are:

Ernesto Sierrra 7315 S.W. 19 Terr. Miami, Fl. 33155 Enrique L. Hernandez Jr. 4720 N.W. 114 Ave. Suite 203 Miami, Fl. 33178

ARTICLE VII

The names and addresses of the persons signing these articles are:

Ernesto Sierra 7315 S.W. 19 Terr. Miami, Fl. 33155

Enrique L. Hernandez Jr. 4720 N.W. 114 Ave. Suite 203 Miami, Fl. 33178

IN WITNESS WHEREOF, the undersigned subscriber have executed these

Articles of Incorporation this 12th day of April, 2000

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Enrique L. Hernandez Jr.

STATE OF FLORIDA)

County of Dade)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above personally appeared Ernesto Sierrra and Enrique L. Hernandez Jr. to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they 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 12th day of March, 2000.

Notary Public, State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First— That EMINENT AUDIO USA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4720 N.W. 114 Ave., Suite 203, Miami ,Fl. 33178 designated Enrique L. Hernandez Jr. to accept service of process within this state.

Having been named to accept service of process for the above stated corporation,

I hereby accept to act in this capacity; and agree to comply with the provision of

said Act relative to keeping open said office.

Enrique L. Hernandez Jr.

