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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL. 32314

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-07/18/00---01003---017
***78.75 ***78.75

SUBJECT: PROSOUND RETAILERS^{INC.} LTD.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a Money Order # 06-102141699 for the value of:

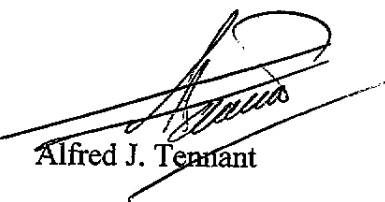
\$ 78.75 to cover Filing Fee & Certified Copy.

From: ALFRED J. TENNANT
2301 COLLINS AVE. SUITE M-113
MIAMI BEACH, FL. 33139

Daytime Phone: 305-604-0027

I have included a PRIORITY RETURN ENVELOPE DULY STAMPED FOR YOUR USE,

Thank you.


Alfred J. Tennant

Alfred Tennant
AUT. S
CER. S
D. S
DO. S
suffix
CH

P. H. L.

ARTICLES OF INCORPORATION

OF

PROSOUND RETAILERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of Florida.

ARTICLE I. - NAME

The name of this corporation is: PROSOUND RETAILERS, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: To engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One hundred (100) shares at no par value.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$ 500.00).

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - ADDRESS

The initial post office address of the principal office of this corporation is: the State of Florida is 2301 Collins Ave. Suite M-113 Miami Beach, FL 33139. By majority vote of stockholders, or if created, by action of the Board of Directors, the principal office may from time to time, be moved to any other address in Florida.

ARTICLE VII. - MANAGEMENT BY STOCKHOLDERS.

The business of this corporation shall be initially managed by this, its stockholders rather than by a Board of Directors. This shall not prohibit the stockholders from creating a Board of Directors, by majority vote, to manage the business of the corporation as may be provided by the laws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII.- SUBSCRIBERS

The name and post office address, of each subscriber of these Articles of Incorporation are:

ALFRED J. TENNANT. 2301 Collins Avenue.
Suite M-113
Miami Beach, FL. 33139

ARTICLE IX.- RESIDENT AGENT

I am hereby familiar with the duties of the resident agent and accept the designation of such. The name and post office of the resident agent of the corporation is: ALFRED J. TENNANT. 2301 Collins Avenue, Suite M-113 Miami Beach, Florida 33139.

ARTICLE X.- AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the stockholders or, if the stockholders, and Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the stockholders, and if the Board of Directors is created, all the directors sign a written statement manifesting their intention that a certain amendment of the Article of Incorporation be made.

Registered Agent.

ALFRED J. TENNANT

7/13/2000
DATE

Incorporator.

ALFRED J. TENNANT

7/13/2000
DATE

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, Dade County to take acknowledgement, personally appeared.

Alfred J. Tennant described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledges before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State named above on this 11th. Day of July 2000.

17. A.

Juan Rodriguez



Juan Rodriguez
My Commission CC827827
Expires April 19, 2003