Jael S. Baum, P.A. Requestor's Name 1515 University De. #209 Address Creal Springs, FL. 3307 City State ZIP Phone	Charter Number O
	30000333

CORPORATION(S) NAME

New Part	y DOWN AUD	SOUND, INC.
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D) Profit		OF STATE ORIDA () Merger
) NonProfit) Foreign	() Amendment	() Merger Sn. O
) Limited Partnership) Reinstatement	() Annual Report () Reservation	() Other () Change of Registered Agent
Certified Copy Call When Ready	() Photo Copies	() Certificate Under Seal () After 4:30
		Pick Up () Mail Out ALLAHASS
ocument caminer	CERTIF	28 AN ASSEE, FL

CR2E031 (R8-85)

W.P. Varitier

ARTICLES OF INCORPORATION OF NEW PARTY DOWN AUTO SOUND, INC.

NE ARTICLE I<u>- NAM</u>E

The name of this corporation is NEW PARTY DOWN AUTO SOUND, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value \$ 1.00 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7331 N.W. 27th Ave. Miami FL 33147 and the name of the initial registered agent of this corporation at that address is Mike Ben David.

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 to time by the bylaws but shall never be less than one (1).

The name and address of the initial director and officer of this corporation is:

Mike Ben David President/ 7331 N.W. 27th Ave.
Treasurer Miami, Florida 33147

ARTICLE VII - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or appeal any provision in the Article of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

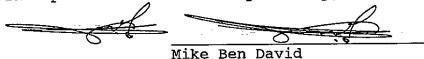
The name and address of the person signing these Articles is:

Mike Ben David

7331 N.W. 27th Ave

Miami, Florida 33147

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 2000.



Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

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

First - That NEW PARTY DOWN AUTO SOUND, Inc. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida has named Mike Ben David at 7331 N.W. 27th Ave. Miami, Florida 33147 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Mike Ben David

PLACE OF BUSINESS AND CORPORATE OFFICE:

The principle office and place of business is NEW SARTA AUTO SOUND, Inc. 7331 N.W. 27th Ave. Miami Fl 33147.