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SHERMAN LAW OFFICES
CHARTERED

SUITE 310

1000 CORPORATE DRIVE
FT. LAUDERDALE, FLORIDA 33334

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DADE COUNTY OFFICE
ONE SOUTHEAST THIRD AVENUE
SUITE 1450
MIAMI, FLORIDA 33131

PALM BEACH COUNTY OFFICE
6971 N. FEDERAL HIGHWAY, #105
BOCA RATON, FLORIDA 33487
REPLY TO: FT. LAUDERDALE

October 13, 2000

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-10/17/00--01031--003
*****70.00 *****70.00

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

Re: MJL Mobile Audio, Inc.

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation to be filed for the captioned corporation. Please file the original Articles, and return to us an acknowledgment of filing and a file-stamped copy of the Articles.

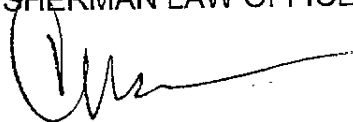
My check in the amount of \$70.00 is enclosed as follows:

\$35.00	filing fee
35.00	registered agent designation
<u>\$70.00</u>	

Thank you for your consideration.

Sincerely,

SHERMAN LAW OFFICES, CHARTERED



CRAIG B. SHERMAN, ESQ.

CBS:ss
Enc.

FILED
00 OCT 17 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 10-18

ARTICLES OF INCORPORATION

OF

MJL MOBILE AUDIO, INC.

FILED

00 OCT 17 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARTIN JOHN LEECH, a natural person, competent to contract, do hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I
NAME

The name of this corporation shall be MJL MOBILE AUDIO, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or 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 capital stock authorized to be issued by this corporation shall be ONE THOUSAND shares having a par value of one cents (\$.01) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

5015 NW 123 Avenue
Coral Springs, FL 33076

ARTICLE VII
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed without cause at any annual or special meeting of the Stockholders where a quorum is present, in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are:

MARTIN JOHN LEECH, 5015 NW 123 Ave., Coral Springs, FL 33076

The members of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The name and address of the sole subscribers to these Articles of Incorporation are as follows:

MARTIN JOHN LEECH, 5015 NW 123 Ave., Coral Springs, FL 33076

ARTICLE X CONFLICT OF INTEREST

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 officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI INDEMNIFICATION

Every Director and every officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

ARTICLE XII

ASSIGNMENT OF SUBSCRIPTIONS

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original Subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XIII
AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes herein stated.

x Martin John Leech
MARTIN JOHN LEECH

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared to me MARTIN JOHN LEECH known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida this
day of October 3, 2000.

Rosalind Reyes
NOTARY PUBLIC, State of Florida
Personally known ✓
Id produced: _____

My commission expires: _____



Rosalind Reyes
Commission # CG 899653
Expires Feb. 13, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITH THE 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:

That MJL MOBILE AUDIO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 5015 NW 123 Ave., City of Coral Springs, County of Broward, and State of Florida 33076; has named MARTIN JOHN LEECH, located at 5015 NW 123 Ave., Coral Springs, Florida 33076, 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 the 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: *[Signature]*

MARTIN JOHN LEECH
REGISTERED AGENT

FILED
00 OCT 17 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA