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Florida Department of State
Division of Corporations
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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

FLORIDA PROFIT CORPORATION OR P.A.

SOUND CONNECTION CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	057
Estimated Charge	\$78.75

B. McKnight FEB 20 2001

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01 FEB 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 2001

EMPIRE

SUBJECT: SOUND AND CONNECTION CORPORATION
REF: W01000003658

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

THE CONFLICT IS THE SOUND CONNECTION, INC.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H01000017734
Letter Number: 101A00009693

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CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

POWER SOUND AND CONNECTION CORP.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

POWER SOUND AND CONNECTION CORP.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

**PREPARED BY: GIOVANNI CASTELLANOS
VARES, INC
1688 SW 22ND STREET
MIAMI, FL. 33145
305-285-8868**

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TALLAHASSEE, FLORIDA

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than five hundred (\$500.00) dollars,

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

**13732 SW 152 STREET
MIAMI FL. 33177
305-253-8250**

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

**JUAN M. PERALTA
400 NW 51ST AVE
MIAMI FL . 33126
305-476-0793**

PRESIDENT

**RUBEN E. PERALTA
631 NW 128 PLACE
MIAMI FL . 33182
305-225-1239**

VICE PRESIDENT / SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

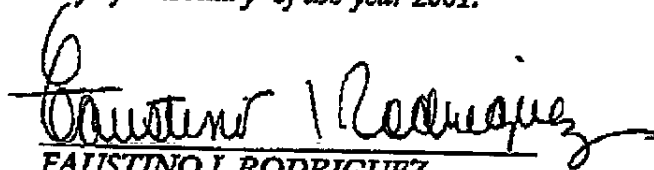
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

JUAN M. PERALTA & RUBEN E. PERALTA

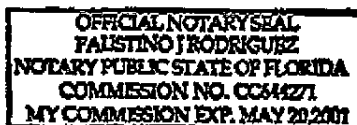
Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 14TH day of February of the year 2001.



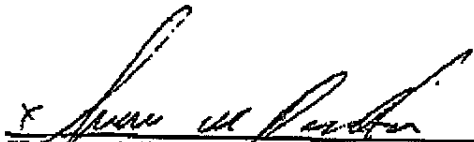
FAUSTINO J. RODRIGUEZ

*Notary Public,
State of Florida at Large*



We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 14TH day of February of the year 2001.

x 

JUAN M. PERALTA, PRESIDENT

x 

RUBEN E. PERALTA, VICE PRESIDENT/ SECRETARY

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**CERTIFICATE OF ADKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: POWER SOUND AND CONNECTION CORP.
=====

*is qualified to do business under the laws of the State of Florida, with it's
REGISTERED OFFICE at:*

13732 SW 152ND STREET

**MIAMI FL 33177
305-253-8250**

and has appointed: JUAN M. PERALTA

As it's agent to accept services of process within the State.

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ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.


JUAN M. PERALTA
Registered Agent

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