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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 : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PRO 1 ACCESSORIES & STEREO INC.

Certificate of Status	0
Certified Copy	1
Page Count	04/13
Estimated Charge	\$78.75

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01 MAR 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McKnight MAR 15 2001

**Articles of Incorporation
Of
Pro 1 Accessories & Stereos Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I
Name**

The name of the corporation shall be:

Pro 1 Accessories & Stereos Inc.

**Article II
Nature of Business**

The corporation shall have the powers to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**Article III
Mailing Address**

The initial mailing address of the corporation is:

1501B NW 79 St
MIAMI FL 33147

**Article IV
Duration**

This corporation shall exist perpetually.

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Article V
Capital stock

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares of common stock, par value \$ 1.00 per share.

Article VI
Right to Vote

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in this articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

Article VII
Board of Directors

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The election of directors shall be done in accordance with the bylaws. The directors shall be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act. The names of each initial members of the board of directors are:

John Torres

Article VIII
Registered Agent

The name and address of the registered agent of the corporation:

John Torres
1501B NW 79 St.
MIAMI FL 33147

Article IX
Incorporators

The name and address of the incorporator is:

John Torres
1501B NW 79 St.
MIAMI FL 33147

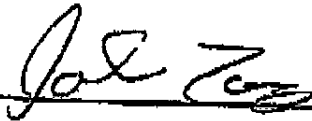
IN WITNESS WHEREOF, the incorporators have executed these
Articles of Incorporation on 5/15/2001



John Torres

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

In compliance with Section 48.091, Florida Statutes, the following is submitted: Pro 1 Accessories & Stereos, Inc., organized under the laws of the State of Florida, with its principal place of business at 1501B NW 79 St. Miami, Fl 33147 has named John Torres as it agent to accept service of process within this state.



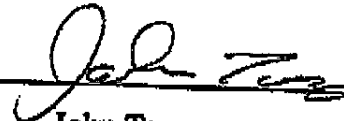
John Torres

Secretary

Dated: 2/15/2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By



John Torres

Dated: 2/15/2001

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TALLAHASSEE, FLORIDA