

P01 000048567

LAW OFFICE

CASEY W. MILLS

600 SOUTH ANDREWS AVENUE, SUITE 600
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 763-7550

FILED

01 MAY 10 PM 4:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 8, 2001

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

100004192951--3
-05/10/01--01062--001
*****78.75 *****78.75

RE: INCORPORATION OF REAL SOUND ADVERTISING, INC.
OUR FILE NO. 01-712

Dear Sir or Madam:

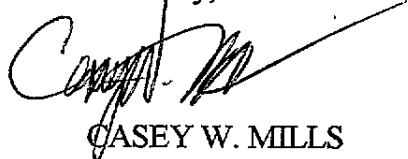
Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-named corporation, together with our firm's check in the amount of \$78.75 representing:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$35.00</u>
	\$78.75

I would appreciate your filing these Articles as soon as possible and forwarding a certified copy of the same to this office in the enclosed stamped self-addressed envelope.

Thank you for your cooperation.

Sincerely,


CASEY W. MILLS

CWM:vt

cc: Ms. Petrina Aguilar

Enclosures

D. WHITE MAY 15 2001

8V

ARTICLES OF INCORPORATION
OF
REAL SOUND ADVERTISING, INC.

FILED
01 MAY 10 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

Article I – Name of Corporation

The name this corporation shall be REAL SOUND ADVERTISING, INC.

Article II – Principal Office

The principal office of this corporation is 301 Golden Isles Drive, #310, Hallandale, Florida 33009.

Article III – Purpose

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale, for the corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; or cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions

and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and power of the corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

Article IV—Shares

The authorized capital stock of this corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock of the par value of One Dollar (\$1.00) per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares of stock shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (not less than 33-1/3%).

Article V – Initial Officers/Directors

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1). Initially the Corporation shall have one director. The names and addresses of the members of the first Board of Directors are as follows:

President/	Ms. Petrina Aguilar
Secretary/Treasurer:	301 Golden Isles Drive #310
	Hallandale, Florida 33009

Article VI – Registered Agent

The name and Florida street address of the registered agent is CHARLOTTE LEVINE, 401 Golden Isles Drive, #307, Hallandale, Florida 33009.

Article VII – Incorporator

The name and address of the Incorporator is:

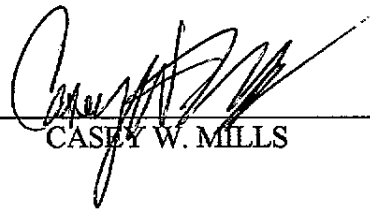
Casey W. Mills, Esquire
600 South Andrews Avenue
Suite 600
Fort Lauderdale, Florida 33301

Article IX – Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a two thirds (2/3) vote of the stock entitled to vote thereon, unless all the directors and all the stockholders

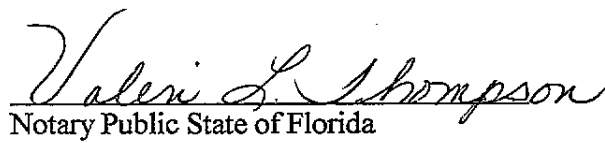
entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida for the uses and purposes aforesaid this 7th day of May, 2001.

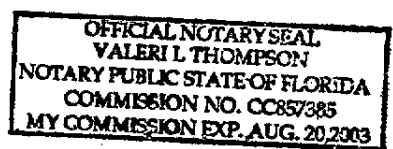

CASEY W. MILLS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 7 day of MAY, 2001, by CASEY W. MILLS, the Incorporator to said Articles of Incorporation. CASEY W. MILLS (is personally known to me or has produced _____ as identification.


Notary Public State of Florida

My Commission Expires:



FILED

ACCEPTANCE BY REGISTERED AGENT

01 MAY 10 PM 4:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



CHARLOTTE LEVINE
Registered Agent