

OFFICE USE ONLY

P01000057022

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

500004383265--3

-06/08/01--01017--018

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BJ AUDIO CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

EXAMINER'S INITIALS

RECEIVED
01 JUN -8 AM 10:26
DIVISION OF CORPORATION

FILED
01 JUN -8 PM 12:51
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF

BJ AUDIO CORPORATION

FILED
01 JUN -8 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: BJ AUDIO CORPORATION, with the principal place of business located at: 9428 NW 13 STREET BAY 53, MIAMI, FL. 33172

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (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 present street address of the Registered Office of this corporation is: 9428 NW 13 STREET BAY 53, MIAMI, FL. 33172

The name of the initial Registered Agent of this corporation is: BAYARDO BONILLA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

BAYARDO BONILLA, 9428 NW 13 STREET BAY 53, MIAMI, FL. 33172.

JACINTO NG CHUNG, 9428 NW 13 STREET BAY 53, MIAMI, FL. 33172.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

BAYARDO BONILLA, 9428 NW 13 STREET BAY 53, MIAMI, FL. 33172.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

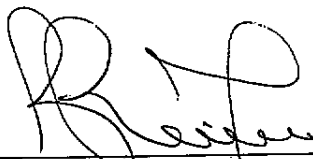
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6TH. Day of June of 2001.



BAYARDO BONILLA, Incorporator.

CERTIFICATE DESIGNATING THE ADDRESS AND AN

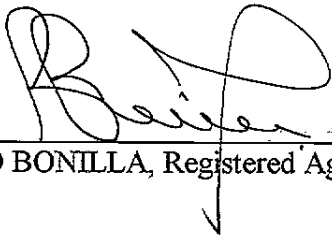
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That BJ AUDIO CORPORATION , desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade State of Florida, has appointed Mr. BAYARDO BONILLA as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of BJ AUDIO CORPORATION, to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 6th. Day of June of 2001.



BAYARDO BONILLA, Registered Agent.

FILED
01 JUN -8 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA