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To:

Division of Corporations

Fax Number : (850)

: (850)205-0381

From: -

Account Name : ACCOUNTING AND BOOKKEEPING SERVICE, INC.

Account Number: 120010000101
Phone: (305)945-7892

Fax Number : (305)945-7675

FLORIDA PROFIT CORPORATION OR P.A.

J. M. AUDIO & SOUND, INC.

Certificate of Status	1 0
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Page Count	(04)
Estimated Charge	\$78.75

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SECREDARY OF STATE
AND THE ARREST ARE AREA.

B. McKnight AUG 2 0 2001

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ARTICLES OF INCORPORATION OF 1. M. AUDIO & SOUND, INC.

ARTICLE I - NAME

The name of this Corporation is J. M. AUDIO & SOUND, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPTIAL STOCK

The stock of this corporation consist of 1 class, namely

1. Class A stock consisting of 1,000 shares of voting stock, each having \$.001 par

The principal place of business for this corporation shall be:

505 NW 177th Street # 206 Miami, FL 33169

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

Ersli Joseph 505 NW 177th Street # 206 Miami, FL 33169

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Ersli Joseph President/Director 505 NW 177th Street # 206 Miami, FL 33169



ARTICLE VII - BY - LAWS

The By-laws of this Corporation may be adopted, altered, amended or repealed by either the

Class A stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is

Ersli Joseph 505 NW 177th Street # 206 Miami, FL 33169

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with Florida law.

In witness whereof, the undersigned has executed these Articles of Incorporation this 16th Day of August 2001.

Ersli Joseph

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HERBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT DUTIES.

DATED, THIS 16TH DAY OF AUGUST 2001

Ersli Joseph

TILE D MIO: SECRETARY OF STANANSSEE, FLO

Ersli Joseph

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Ersli Joseph known to me and known by me to be the person who, as INCORPORATOR, executed the foregoing Articles of Incorporation of J. M. AUDIO & SOUND, INC and he acknowledged before me that he executed those Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of August, 2001.

NOTARY PUBLIC, STATE OF FLORIDA,

AT LARGE

My Commission Expires:

