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LAW OFFICES OF
FRANCIS X. CASTORO, P.A.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
TELEPHONE: 954-922-0505
TELECOPIER: 954-922-4674

September 1, 2001

Attn: NEW FILING SECTION
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

200004572362-2
-09/06/01--01054--014
*****78.75 *****78.75

Re: Formation Of New Corporation For Profit Named:

AUDIO ELITE CUSTOM HOME THEATER, INC.

Dear Ms. Secretary:

Enclosed also please:

- A. ARTICLES OF INCORPORATION
- B. DESIGNATION OF REGISTERED AGENT
- C. CHECK: \$78.75 made payable to: DEPARTMENT OF STATE, for costs and filing fees for the above-referenced corporation-to-be-formed. The \$78.75 should be allocated as follows:

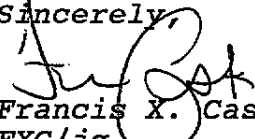
Filing of ARTICLES OF INCORPORATION.....\$35.00
Filing of DESIGNATION OF REGISTERED AGENT.....\$35.00
Certified Copies of ARTICLES OF INCORPORATION.....\$ 8.75
Total.....\$78.75

After filing, please forward the certified copy of the ARTICLES OF INCORPORATION TO:

FRANCIS X. CASTORO, Esq.
LAW OFFICES OF FRANCIS X. CASTORO, P.A.
2100 Hollywood Boulevard
Hollywood, Florida 33020

If you have any comments or questions, please do not hesitate to contact my office.

Sincerely,


Francis X. Castoro, Esq.

FXC/jg
encls.

F:CHESON

SEP 1 0 2001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP -6 AM 9:47

ARTICLES OF INCORPORATION

- OF -

AUDIO ELITE CUSTOM HOME THEATER, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 SEP - 6 AM 9:47

WE, THE UNDERSIGNED, hereby come forth for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be: **AUDIO ELITE CUSTOM HOME THEATER, INC.** Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

- a. To be engaged in any and all aspects within the field of sales, installation and maintenance of Home Theater and Media systems and rooms.
- b. To buy and sell real estate, build and develop unimproved land and conduct a general broker business on all forms and kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real or personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is

permissible under the Laws of the sate of Florida.

- c. To apply for, hold, purchase, acquire or otherwise deal in letters, patent or copyrights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other State, Country, Nation or Government and while owner of said stock may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.*
- d. To loan money on real estate and personal property.*
- e. To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, country, county, territory, state, government, colony or any dependency thereof, and without limit as to the amount, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and all other negotiable instruments and evidences of indebtedness, whether secured by mortgage, bond or otherwise.*
- f. To do any and of the requirements set forth herein, to the same extent as natural persons might do or could do and in any part of the world as principals, agents, contractors or otherwise and either alone or with the company of others, purchase, hold and reissue any of the shares of its capital stock.*
- g. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise, not specifically forbidden by*

the Laws of the State of Florida and with all powers conferred upon corporations by the Laws of the State of Florida.

ARTICLE III

The maximum number of Shares of Stock that the corporation is authorized to have outstanding, at any time, shall be: ONE HUNDRED (100) SHARES - NO PAR VALUE.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

The principal office of this corporation shall be located at:

9153C S.W. 23RD STREET
DAVIE, FLORIDA 33324

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The names and street addresses of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>N A M E</u>	<u>STREET ADDRESS</u>
PETER GILI	9153C S.W. 23RD STREET DAVIE, FLORIDA 33324
MICHAEL COHEN	6801 EAST CYPRESSHEAD DRIVE PARKLAND, FLORIDA 33067

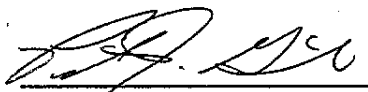
At all times, there shall be not less than Two (2) Directors.

A R T I C L E V I I I


The names and street addresses of each subscriber to these Articles of Incorporation, are as follows:

<u>N A M E</u>	<u>STREET ADDRESS</u>
PETER GILI	9153C S.W. 23RD STREET DAVIE, FLORIDA 33324
MICHAEL COHEN	6801 EAST CYPRESSHEAD DRIVE PARKLAND, FLORIDA 33067

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 1st day of September, 2001.



PETER GILI

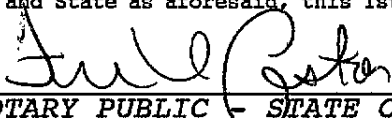


MICHAEL COHEN

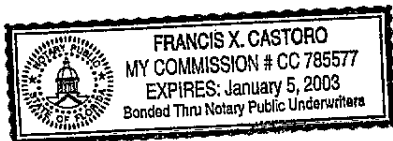
STATE OF FLORIDA)
 } ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared: **PETER GILI** and **MICHAEL COHEN**, who each presented a Florida Driver's License as identification, and on that basis, to me well known to be the persons described as the Subscriber in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, according to Law, that they subscribed to those Articles of Incorporation.

WITNESS my hand and Official Seal, in the County and State as aforesaid, this 1st day of September, 2001.



NOTARY PUBLIC - STATE OF FLORIDA



PETER GILI
9153C S.W. 23RD STREET
DAVIE, FLORIDA 33324
TEL: 954-382-2117

DATE: SEPTEMBER 1, 2001
TO: SECRETARY OF STATE, CORPORATE RECORDS BUREAU
FROM: PETER GILI
RE: CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.
CORP: AUDIO ELITE CUSTOM HOME THEATER, INC.

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named corporation desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation in the City of DAVIE, County of
BROWARD, State of FLORIDA, has named:

PETER GILI
9153C S.W. 23RD STREET
DAVIE, FLORIDA 33324
TEL: 954-382-2117

as its REGISTERED AGENT to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I, the below signed,
hereby:

1. accept to act in this capacity and agree to comply with the provisions
of said Act relative to keeping open said office; and
2. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION.


BY: PETER GILI
ITS: REGISTERED AGENT

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP -6 AM 9:4