

PC2000007769

DIVISION OF CORPORATIONS

NAME JESUS MENESES

ADDRESS *** 1800 S.W. 27th Ave. Suite #501

CITY Miami STATE Fl. ZIP CODE 33145

AREA CODE & PHONE NUMBER (305) 642-4236

NAME OF CORPORATION Planet Sound USA, Inc.

FILED
02 JAN 22 AM 9:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input checked="" type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

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PICKED UP

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**ARTICLES OF INCORPORATION
OF
PLANET SOUND USA, INC.**

FILED

02 JAN 22 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DO HEREBY ADOPT AND DECLARE THE FOLLOWING:

ARTICLE 1. NAME.

THE NAME SHALL BE: **PLANET SOUND USA, INC.**

ARTICLE II. DURATION.

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE

ARTICLE III. PURPOSE.

THE CORPORATION MAY ENGAGE IN ANY BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000,000 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

THE NAME AND STREET ADDRESS OF THE CORPORATION IS:

NAME: PLANET SOUND USA, INC.
7106 NW 50TH STREET. MIAMI FLORIDA. 33166

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS:

JESUS MENESES 7106 NW 50TH STREET. MAIMI FLORIDA 33166

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

THIS CORPORATION SHALL HAVE (1) ONE DIRECTOR (S) INITIALLY THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1), THE NAME OF THE INITIAL DIRECTOR (S) OF THE CORPORATION, IS (X) ARE ()

NAME: JESUS MENESES ; PRESIDENT . SECRETARY. TREASURER & DIRECTOR

ARTICLE VII. BY-LAWS.

THE BY-LAWS OF THIS CORPORATION MAY BE ADOPTED, ALTERED, AMENDED, OR REPEALED BY THE STOCKHOLDERS OR BY THE BOARD OF DIRECTORS WITH THE APPROVAL BY MAJORITY OF THE SHAREHOLDERS.

ARTICLE VIII. AMENDMENTS.

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, IN ACCORDANCE WITH THE BY-LAWS AND THE PROVISIONS OF THE STATE OF FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE IX. INCORPORATOR (S)

IN WITNESS WHEREOF, THE UNDERSIGNED EXECUTED THESE ARTICLES OF INCORPORATION THIS, _____ DAY OF JANUARY OF THE YEAR 2002

THE NAME AND ADDRESS OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION IS (X) ARE ().

NAME: SIGNATURE: _____ JESUS MENESES

ADDRESS : 7106 N.W. 50TH STREET MIAMI FLORIDA . 33166.

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION: AT THE PLACE DESIGNATED IN ARTICLE "V" OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY AND TO COMPLY WITH THE PROVISIONS OF ALL APPLICABLE STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT'S DUTIES.

ACCEPTANCE.

NAME OF RESIDENT AGENT: _____ JESUS MENESES

ADDRESS: 7106 NW 50TH STREET, MIAMI FLORIDA. 33166

THIS _____ DAY OF JANUARY OF THE YEAR. 2002.

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02 JAN 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA