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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB -4 AM 8:44

January 28, 2002

Octavio Sarmiento
2431 Bear Creek Drive
Naples, FL 34109

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/04/02--01051--001
*****70.00 *****70.00

Subject: Incorporation for Profit
Section 607.0120

EFFECTIVE DATE
1-28-02

Attached are the Articles of Incorporation for "**Tropical Estereo Enterprises, Inc.**", to be recorded by the State of Florida. Please return a copy of these articles to **Octavio Sarmiento** at **2431 Bear Creek Drive, Naples, FL 34109**. Attached is check # 509 for Seventy Dollars for the filing and registration fees.

Questions relative to the corporation may be directed to **Octavio Sarmiento**, **2431 Bear Creek Drive, Naples, FL 34109** and mailed to the address indicated.

Thank you.



Octavio Sarmiento JR.

Incls:

Articles of Incorporation
Check # 509

80
2/7

ARTICLES OF INCORPORATION
OF
Tropical Estereo Enterprises, Inc.

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202 Florida Statutes, hereby accepts all the rights, privileges, benefits, and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

EFFECTIVE DATE
1-28-02

ARTICLE I - CORPORATE NAME

The name of this corporation is:

Tropical Estereo Enterprises, Inc.

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ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on **January 28, 2002**.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares, which the corporation has authority to issue, is One Hundred (100), all of which shall be common shares with par value of \$1.00. The consideration for the issuance of shares may be paid in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is **2431 Bear Creek Drive, Naples, FL 34109** and the name of the initial registered agent is **Octavio Sarmiento, 2431 Bear Creek Drive, Naples, FL 34109.**

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with director (1); however, the maximum number of directors at any time shall not exceed ten (10) in number and the beginning number of directors shall be one (1) in number, which any number may be changed at any special or general meeting of the stockholders.

The name and address of the first Board of Directors is:

| NAME | ADDRESS |
|--------------------------|--|
| Octavio Sarmiento | 2431 Bear Creek Drive, Naples, FL 34109 |

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

NAME

ADDRESS

Octavio Sarmiento

2431 Bear Creek Drive, Naples, FL 34109

ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting for the purpose of making, altering, or rescinding bylaws, there must be approval of such action by fifty-one (51 %) percent of the stockholders of the corporation.

In witness whereof, we have executed the foregoing Articles of Incorporation on the January 28, 2002.



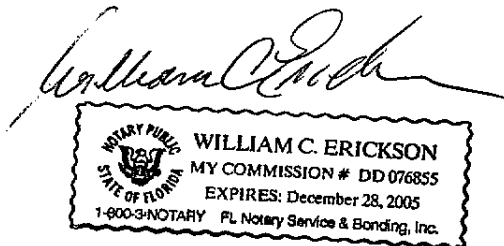
Octavio Sarmiento JR

STATE OF FLORIDA

COUNTY OF COLLIER

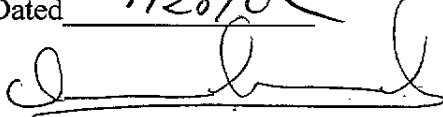
I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **Octavio Sarmiento**, to me known to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation and acknowledged they executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 28th day of January 2002.



APPOINTMENT OF INITIAL REGISTERED AGENT


Tropical Estereo Enterprises, Inc., a corporation organizing under the laws of the State of Florida, with its principal place of business at **2431 Bear Creek Drive, Naples, FL 34109**, has named **Octavio Sarmiento, 2431 Bear Creek Drive, Naples, FL 34109**, as its initial registered agent to accept service of process within the State of Florida.

Dated 1/28/02


Octavio Sarmiento JR

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours and to post my name in some conspicuous place in the office as is required by law.



Octavio Sarmiento JR,
Registered Agent

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