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## Florida Department of State

Division of Corporations  
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EFFECTIVE DATE

02-12-02

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

ALL-OUT AUDIO AND PERFORMANCE, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 03 (4)  |
| Estimated Charge      | \$78.75 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB 13 AM 11:25

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**ARTICLES OF INCORPORATION  
OF  
ALL-OUT AUDIO AND PERFORMANCE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is

**ALL-OUT AUDIO AND PERFORMANCE, INC.**

**EFFECTIVE DATE**

02-12-02

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The initial street address of the principal office of this corporation is to be at 14855 SW 82 TR., MIAMI, FL 33193.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

**ARTICLE V - REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ALL-OUT AUDIO AND PERFORMANCE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named ENRIQUE JIMENEZ located at 14855 SW 82 TR., MIAMI, FL 33193 as its agent to accept service of process within this State.

### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
ENRIQUE JIMENEZ  
Registered Agent

### ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

### ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

### ARTICLE IX. DIRECTORS

This corporation shall have two director, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors are:

ENRIQUE JIMENEZ  
Director

14855 SW 82 TR.,  
MIAMI, FL 33193

RAUL MESTRIL  
Director

14855 SW 82 TR.,  
MIAMI, FL 33193

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#### ARTICLE X OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

|                     |                 |
|---------------------|-----------------|
| ENRIQUE JIMENEZ     | 14855 SW 82 Tr, |
| President/Treasurer | MIAMI, FL 33193 |

|                          |                 |
|--------------------------|-----------------|
| RAUL MESTRIL             | 6723 SW 152 Pl. |
| Vice President/Secretary | MIAMI, FL 33193 |

#### ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation is:

|                 |                  |
|-----------------|------------------|
| ENRIQUE JIMENEZ | 14855 SW 82 TR., |
|                 | MIAMI, FL 33193  |

#### ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on February 12, 2002

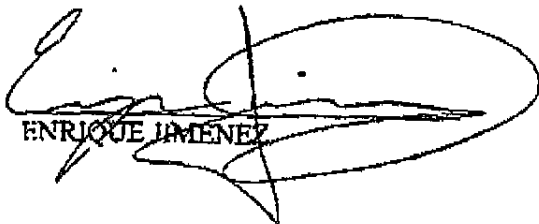
Date of execution and acknowledgment.

#### ARTICLE XIII AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this:

12 day of February, 2002

  
ENRIQUE JIMENEZ