

Division of Corporations
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Florida Department of State
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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

VIDEO SONIDO SAN JOSE-USA, CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
VIDEO SONIDO SAN JOSE - USA, Corp.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

VIDEO SONIDO SAN JOSE - USA, Corp.

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE
AND
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Mr. Elias Askiogli
2821 NE 163 St. #3-B
N. Miami Beach, FL 33160

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.10 (Ten cents of dollar).

The ownership of the shares of stock is as follows:

Name of Stockholder: Video Sonido San José S.R.L., a Venezuela Company.

Address of the Stockholder: Calle Comercio 11, El Hatillo
Miranda, Zona Postal 1081
Caracas, Venezuela
SOUTH AMERICA.

Number of Shares: 100.

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ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Mr. Marcelo Jurado
420 Lincoln Rd., Suite 387
Miami Beach, FL 33139

ARTICLE VI - DIRECTOR

The Corporation shall have one director. This director will have the title of "Executive-Director" of the corporation.

The Executive-Director manages the business in a daily basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

In case of absence of the "Executive-Director", an Alternate-Director will take the "Executive-Director's" position, holding the same powers and authority. The "Alternate-Director" is authorized to use the title of "Director".

Incorporation(s) have appointed:

Gregorio Askiogli, as Executive-Director, and

Elias Askiogli, as Alternate-Director

Executive-Director and Alternate-Director independently represent the corporation and each of them, is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made

in the name of the corporation, and signed by any of them; that is, the Executive-Director or Alternate-Director.

ARTICLE VII - DESIGNATED OFFICERS

The Officers of the corporation are:

Gregorio Askilogli, President and Treasurer


Elias Askilogli, Vice-President and Secretary

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VIII - INCORPORATOR

The incorporator is Video Sonido San José S.R.L., a Venezuela Company acting through its agent Mr. Elias Askilogli.

Elias Askilogli, Agent of Video Sonido San José S.R.L., a Venezuela Company
Calle Comercio 11, El Hatillo
Miranda, Zona Postal 1081
Caracas, Venezuela, SOUTH AMERICA

Incorporator: 
Video Sonido San José S.R.L.,
a Venezuela Company
By Elias Askilogli, Agent.


Date: 04/05/02

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ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent: 
Marcelo Jurado

Date: 4-5-02