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

From: Account Name : JAMES ACCOUNTING & TAX PRACTICE, INC.
Account Number : I20000000159
Phone : (305)595-2886
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FLORIDA PROFIT CORPORATION OR P.A.

SIGHTS & SOUNDS 'R' US

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SIGHTS & SOUNDS 'R' US, INC.**

The undersigned subscriber (s) to these Articles of Incorporation, all natural persons competent to contract, hereby form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end, sets forth by these Articles:

ARTICLE I - NAME

The name of this corporation is **SIGHTS & SOUNDS 'R' US, INC.** (hereinafter referred to as the "Corporation") and its mailing address is 15820 SW 139th Ave. Miami FL 33177

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 One Dollar (\$1.00) par value stock, which shall be designated "Common Shares."

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Enrique Rodríguez, and the address is 15820 SW 139th Ave. Miami FL 33177.

THIS DOCUMENT PREPARED BY:
JAMES Accounting & Tax Practice, PA.
10749 SW 104TH STREET
MIAMI, FL 33176

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director (s) initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

NAME

Enrique Rodriguez

ADDRESS

15820 SW 139th Ave.
Miami FL 33177

Steven Mitchell Kolman

20937 Pacifico Terrace
Boca Raton FL 33433

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATIONS

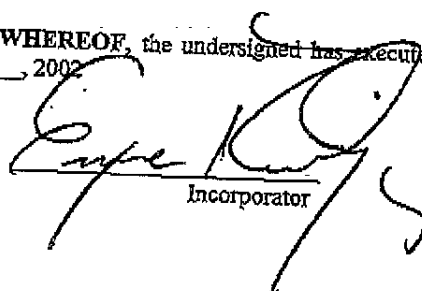
The name of the person signing these Articles is Enrique Rodriguez.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

16TH day of APRIL, 2002

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


Incorporator

Apr. 25. 2002. 5:06PM

JAMES ACCOUNTING & TAX PRACTICE

No. 1276 P. 4

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 16th DAY OF APRIL 2002

By 

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TALLAHASSEE, FLORIDA