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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ORLY PROSOUND PRODUCTION CORP (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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*****78.75 *****78.75

RECEIVED
02 MAY -1 AM 11:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- [x] Walk in
- [x] Pick up time 2:00
- [x] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
02 MAY -2 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/2/02

Examiner's Initials

CR2E031(9/92)

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 1, 2002

LAZARUS

MIAMI, FL

SUBJECT: ORLY PROSOUND PRODUCTION CORP.
Ref. Number: W02000012480

We have received your document for ORLY PROSOUND PRODUCTION CORP.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 702A00027093

Articles of Incorporation

FILED
02 MAY -2 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of this corporation shall be: **ORLY PROSOUND PRODUCTION CORP.**

ARTICLE TWO
NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation. The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation for any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry an any lawful business necessary to incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.
b) Our objective is to offer Technical and Professional Sound installation, repair and transport along with the purchase and sale electronic of sound parts and equipment.

ARTICLE THREE
TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is April 30 2002.

Date of Incorporation: April 30 2002

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business, shall not be less than $500.00 (Five Hundred) or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at times, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation, shall at all times have a minimum of one Director.

ARTICLE SIX
CLASSES OF DIRECTORS

The By-Laws of this corporation, may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than (3) years, and provided further that at least (1/4) of the Directors shall be elected annually.

ARTICLE SEVEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 100.

C. Par Value: Each share of Common Stock shall have the par value of $5.00.

D. Consideration: Shares of Common Stock may be issued in exchange for Cash, real-estate property, labor or service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be exclusive.
E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
F. Voting Rights: Each share of Common Stock entitles the record holder thereof to one vote upon each proposal presented at meetings of shareholders of the Corporation.
G. Cumulative Voting: No holders of Common Stock shall be entitled to cumulative voting.

H. Dividend: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may by declared by the Board of Directors out of assets legally available for such purpose.
I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to remains after payment of all corporate debts and obligations.

ARTICLE NINE
SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock who are entitled to vote at the time of any such occurrence. The required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
   Required Percentage: 51%

2. Sale, lease or exchange of this Corporation's property or assets of this Corporation Essential to the Business of this Corporation:
   Required Percentage: 51%

3. Merger or consolidation of this Corporation into or with any other Corporation:
   Required Percentage: 51%

4. Voluntary dissolution of this Corporation:
   Required Percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class, of this Corporation shall be entitled the right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds, certificates of indebtedness, debentures or other securities convertible into, or carrying the right to purchase stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms or any terms, all pre-emptive or preferential rights of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN
STOCKHOLDERS AND DIRECTORS

The name and address of the stockholders and directors are as follows:

	ADDRESS	OFFICE	SHARE AMOUNT	VALUE
Jesús Orley Santos	5245 S.W. 117 th Ave. Miami FL 33175	President	100	$500.00

ARTICLE ELEVEN
REGISTER AGENT

The registered agent and registered office of this Corporation shall be:
Jesús Orley Santos
5245 S.W. 117th Ave.
Miami, Florida 33175

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents, or former Directors, Officers or agents, or any person who may have served at its request as Director, Officer, Employee or Agent of any Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgment, fines settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made party, by reason of his alleged acts or omissions while being or having been such Director, Officer, Employee or agent, provided, that such action, suit or proceeding shall be settled without a final determination on the merit thereof and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of these duties as charged therein, such determination to be made by majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceeding, though less than quorum, or by any one or more trusted person to whom the question may be referred by the Board of Directors. The foregoing right or indemnification shall not be exclusive of any rights to which any Directors, Officer, Employees or Agents may be entitled to as a matter of law or which may be lawfully granted to him.

SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individuals, United States residents, competent to contract and or execute this Certificate of Incorporation as sole subscribers and Directors until their successors have qualified, following their election or appointment. The street address in Florida of the Principal Office of this Corporation is as stated below. The Corporation may change its principal office at any time.

Subscriber/Director: JESUS ORLEY SANTOS , President

Street Address/Principal Office: P.O. Box 145391 Miami, Florida 33175

In witness thereof, the undersigned subscribers, do said subscribers, acknowledge and file this certificate for the purpose of a corporation for profit under the laws of the State of Florida.

DATED: April 4, 2002
JESUS ORLEY SANTOS
5245 S.W. 117^{th} Ave.
Miami, Fl. 33175

_______________________________ _______________________________

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared to me, the individuals known to be the individuals described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida:

Dated:

____

CERTIFICATE, DESIGNATION, PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In Pursuance of chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That: **ORLY PROSOUND PRODUCTION CORP.**

Desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named:

JESUS ORLEY SANTOS

As its agent to accept service of process with this State.

Having been named to accept service of process for the above named Corporation, at the place designated in Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act to keep open said office.

By: ______________________________
JESUS ORLEY SANTOS
RESIDENT AGENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on this day before me, A Notary Public duly authorized in the State and County above-named to take acknowledgements, personally appeared JESUS ORLEY SANTOS to be known to me the person described as the Resident Agent, and who executed the foregoing Certificate and acknowledged before me that he executed the foregoing Certificate Designating Resident Agent.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida,

Dated: 4/22/02

Notary Public,
State of Florida

Sonia Saenz
Commission # DD061808
Expires Oct. 1, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
02 MAY -2 PM 1:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA