103000032391 Division of Corporations

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Division of Corporations

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From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Fhone : (305)599-0839 Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

B & S MILLENIUM SOUND CORP.

Certificate of Status	0
Certified Copy	1
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OR 3/21



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 19, 2003

FAS-T CORP. AGENTS, INC.

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SUBJECT: B & S MILLENIUM SOUND CORP.

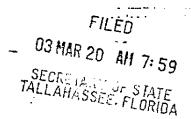
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Tim Burch Document Specialist New Filings Section FAX Aud. #: H03000080438 Letter Number: 403A00016905 H03000080438 2



ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

B & S Millenium Sound Corp.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of

Retail & Wholesale Car Accessories

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 7227 NW 113th Court, Miami, Fl 33178.

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the comporation is at least one. The name and address of each person who is to serve as a member of the initial board of directors is:

ADDRESS

Adriana	Suarez
President/	Treasure

7227 NW 113th Court Miami, FL 33178

Camilo Betancourt

7227 NW 113th Court

Secretary

Miami, FL 33178

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME

ADDRESS

Adriana Suarcz

7227 NW 113th Court Miami, FL 33178

Executed by the undersigned at Mizmi, Florida on March 13, 2003

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FILED

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SECRETAR STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First- That B & S Millenium Sound, Ora 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 Miami-Dade, State of Florida has named Advisua.

Sugrez located at 7227 NW 113th Court, City of Miami, County of Miami-Dade, State of Florida, 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 place designated in the certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Adriana Suarez