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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

home theatre masters, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

HOME THEATRE MASTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Home Theatre Masters, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 1819 N.E. 25th Street, Lighthouse Point, Florida 33064.

ARTICLE III

This corporation's existence shall be effective on the date of execution of these Articles, and the corporation shall have perpetual existence.

Prepared By:
Melissa K. Rashbaum, Esq.
Florida Bar No. 0059854
MARKS AND ASSOCIATES, P.A.
1815 Griffin Road, Suite 200
Dania, Florida 33004
(954) 342-8484

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ARTICLE IV

The general purpose for which this corporation is organized is to purchase and sell theatre equipment, and to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Michael Friend	1819 N.E. 25 th Street Lighthouse Point, Florida 33064

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from

time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Michael Friend	1819 N.E. 25 th Street Lighthouse Point, Florida 33064

ARTICLE VIII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Michael Friend	1819 N.E. 25 th Street Lighthouse Point, Florida 33064

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter

enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 12 day of September, 2003.

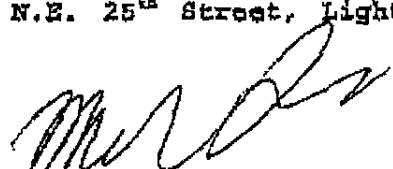


Michael Friend

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Home Theatre Masters, Inc.
2. The name and address of the registered agent and office is: Michael Friend, 1819 N.E. 25th Street, Lighthouse Point, Florida 33064.


Michael Friend,
Registered Agent
9/12/2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATE CORPORATION AT THE PLACE DESIGNATED 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.


Michael Friend,
Registered Agent

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SECTION 607.0501
TALLAHASSEE, FLORIDA