

PD4 000146767

Please, return documents to:

Mr. Eusebio Farradell

Accounting - Tax Services

Notary Public

Member of N.S.A.

4840 NW 184 Terrace
Miami, Florida 33055
P.O. Box 170127
Hialeah, FL 33017

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

4-38048

ARTICLES OF INCORPORATION

of

SOUTH AMERICAN AUDIO CORP.

I, the undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate myself to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is: SOUTH AMERICAN AUDIO CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
NATURE OF BUSINESS

The general nature of business and the object and purposes to be transacted and carried on are: AUDIO EQUIPMENT SALES. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 50 shares at \$10.00 par value.

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

4222 INVERRARY BLVD #4405
LAUDERHILL, FLORIDA 33319

The Board of Directors may from time to time move the principal office at any other address in the State of Florida and establish branches and subsidiaries in any place within the State of Florida.

ARTICLE VII
DIRECTORS

This Corporation shall have one Director initially: The number of Directors may be increased or decreased from time to time by the Laws adopted by the stockholders, but, shall never be less than one.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and have qualified are:

PRESIDENT

CARLOS A. PEREZ
4222 INVERRARY BLVD #4405
LAUDERHILL, FLORIDA 33319

SECRETARY-TREASURER

BEATRIZ E. VERA
4222 INVERRARY BLVD #4405
LAUDERHILL, FLORIDA 33319


The name and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock they agree to take is:

CARLOS A. PEREZ.....100%.....50 Shares
4222 INVERRARY BLVD. - #4405
LAUDERHILL, FLORIDA 33319

ARTICLE X
AMENDMENT

Those Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors proposed by them to their stockholders, and approved at a stockholders' meeting by fifty one percent of the stock entitled to vote person.

I, the undersigned , being the original subscriber to the capital stock herein named above for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock, herein above set forth to myself and accordingly have hereunto set my hand and seal this sixth (9th) day of August of two thousand four (2004).

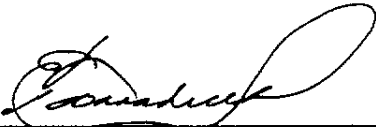


CARLOS A. PEREZ

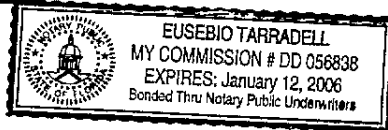
STATE OF FLORIDA)
COUNTY OF BROWARD) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared MR. CARLOS A. PEREZ, well known to the undersigned to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me, that he subscribed to those Articles.

WITNESS my hand and official seal, in the County and State above referenced, this 9th day of August of 2004.



NOTARY PUBLIC



PRINTED NAME: EUSEBIO F. TARRADELL

SEAL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED-----

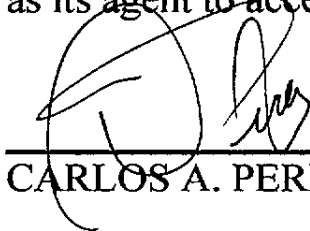
In Pursuance of Chapter 48.091 Florida Statutes the following is
submitted in compliance with said Act:

That SOUTH AMERICAN AUDIO CORP., desiring to organize a Corporation
under the Laws of the State of Florida, with its principal office as indicated in
the Articles of Incorporation, in the City of Lauderhill, County of Broward,
State of Florida, has named:

CARLOS A. PEREZ
4222 INVERRARY BLVD., #4405
LAUDERHILL, FLORIDA 33319

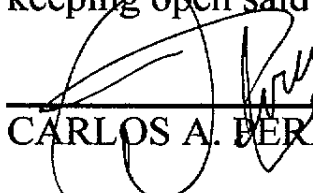
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TALLAHASSEE, FLORIDA

as its agent to accept services of process within this State.



CARLOS A. PEREZ

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



CARLOS A. PEREZ