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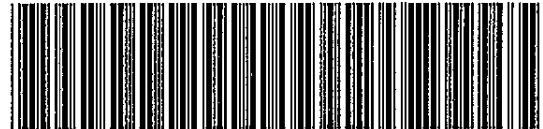
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05 APR 25 AM 10:16
TALLAHASSEE, FLORIDA

4/26/05
BWL
WOS-18701

ALAN EICHENBAUM

ATTORNEY AT LAW
10059 NORTHWEST 1ST COURT
PLANTATION, FLORIDA 33324
TELEPHONE (954) 916-1262
FAX (954) 916-1232
E-MAIL: alanlaw@bellsouth.net

March 31, 2005

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **AudioTweakers, Inc. and Scaena, Inc.**

Dear Sir/Madam:

Enclosed please find articles of incorporation and two checks for the filing fees for the above mentioned corporations. I would appreciate it if you would accept these articles of incorporation for filing and return certified copies to me in the enclosed self addressed stamped envelope. Thank you for your attention to this matter.

Sincerely,



ALAN EICHENBAUM

AE:jee



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 13, 2005

ALAN EICHENBAUM
10059 NORTHWEST 1ST COURT
PLANTATION, FL 33324

SUBJECT: SCAENA, INC.
Ref. Number: W05000018701

We have received your document for SCAENA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P03000150109 SCAENA, INC.

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) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 205A00025275

Prepared by:
Alan Eichenbaum, Esquire
10059 Nw 1st Court
Plantation, FL 33324

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05 APR 25 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-of-

SCAENA AUDIO COMPANY, Inc.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: **SCAENA AUDIO COMPANY, Inc.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including but not limited to the following: **Audio Equipment manufacture and sale.**

(a) The purposes specified herein shall be construed both as powers and purposes and shall in no ways be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified

in each of the clauses herein shall be regarded as independent purposes and powers and shall not be construed to limit or restrict in any manner the meaning of the general terms of, or the general powers of, the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(b) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is: five hundred (500) shares of Common Stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 10059 NW 1st Court, Plantation, Florida 33324. The name of the corporation's initial Registered Agent is: Alan Eichenbaum, 10059 NW 1st Court, Plantation, Florida 33324.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased, from time to time, through the process provided in the corporation's By-Laws.

The name and address of the initial Board of Directors of this corporation are:

George Bischoff, 10059 NW 1st Court, Plantation, Florida 33324.

Sanjeev Umrao, 10059 NW 1st Court, Plantation, Florida 33324.

Alan Eichenbaum, 0059 NW 1st Court, Plantation, Florida 33324.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Alan Eichenbaum, 10059 NW 1st Court, Plantation, Florida 33324.

ARTICLE VIII

ADDITIONAL POWERS

The Director(s) of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws of the corporation and to set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve or reserves as may be deemed appropriate.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due the members for any indebtedness by such members to the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal, or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for share of its capital stock in lieu of cash, at a just valuation to be fixed by the Board of Directors.

- (d) The share of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.
- (e) Share of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.
- (f) The corporation reserves the right to amend, later, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Broward County, Florida, this 20th day of April, 2005



Alan Eichenbaum
COUNTY OF BROWARD
STATE OF FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the law of the State of Florida, Alan Eichenbaum, to me personally known, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purposes herein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 20th day of April, 2005.

ILISA M. KOCH
NOTARY PUBLIC STATE OF FLORIDA
ILISA M. KOCH

Print Name

My Commission Expires: _____

Serial Number



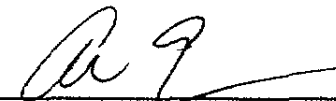
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with Said Act:

First, SCAENA AUDIO COMPANY, Inc. 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 Plantation, County of Broward, State of Florida, has named ALAN EICHENBAUM, located at 10059 NW 1st Court, Plantation,, County of Broward, State of Florida, 33324, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named 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.



ALAN EICHENBAUM
as Registered Agent