

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

KOSS MANAGEMENT GROUP, INC.

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**ARTICLES OF INCORPORATION
OF
KOSS MANAGEMENT GROUP, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

KOSS MANAGEMENT GROUP, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue five thousand (5000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 65 NW 71st Street, Miami, Florida, 33150.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

Christina M. Kitterman, Esq.
Rothstein Rosenfeldt Adler
300 Las Olas Blvd.
300 S.E. 2nd Street, Suite 860
Fort Lauderdale, FL 33301

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the Director is:

Andrew Kostas
65 N.W. 71st Street
Miami, FL 33150

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator:

Christina M. Kitterman, Esq.
Rothstein Rosenfeldt Adler
300 Las Olas Blvd.
300 S.E. 2nd Street, Suite 860
Fort Lauderdale, FL 33301

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ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21ST day of September, 2005.



CHRISTINA M. KITTERMAN, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 21st DAY OF SEPTEMBER, 2005.

By: 
CHRISTINA M. KITTERMAN

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