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Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
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OS SEP 21 MIN: 30 SECRETARY DESTATE

FLORIDA PROFIT CORPORATION OR P.A.

KOSS MANAGEMENT GROUP, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF KOSS MANAGEMENT GROUP, INC.

ARTICLE I

The name of this comoration shall be:

KOSS MANAGEMENT GROUP, INC.



ARTICLE II

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 aiready 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 Oles Blvd. 300 S.E. 2nd Street, Suite 860 Fort Lauderdale, FL 33301

ARTICLE VIII INITIAL BOARD OF DIRECTORS

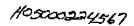
This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the Director is:

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 Bivd. 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

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 21⁸⁷ 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.

CHRISTINA M. KITTERMAN

SECRETARY OF STATE
SECRETARY OF STATE

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