

P95000020613

February 17, 1995

Florida Dept. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fla. 32314

800001418818  
-03/02/95--01003--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of SOUNDS GREAT STEREOS, INC.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is a check in the amount of \$122.50 which represents payment of the following fees:

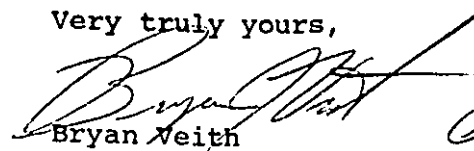
Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

W95-4691

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed stamped envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Bryan Veith

dB 3/14/95

Enclosures

FILED  
1995 MAR 10 PM 3:00  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 2, 1995

**BRYAN VEITH**  
P.O. BOX 290773  
DAVIE, FL 33329

**SUBJECT: SOUNDS GREAT STEREOS, INC.**  
Ref. Number: W95000004691

We have received your document for SOUNDS GREAT STEREOS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 495A00009426

March 5, 1995

Florida Dept. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fla. 32314

Attn: Agnes Bundick  
Corporate Specialist

Re: Incorporation of SOUNDS GREAT STEREOS, INC.  
Letter Number: 495A00009426

Dear Ms. Bundick:

Enclosed herewith we are returning the original and one copy of the Articles of Incorporation for the above named corporation for filing. Please be advised that page two has been revised to include the principal address of the corporate offices. Your letter of March 2, 1995 indicates that you are holding our check in the amount of \$122.50 which represents payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>

Total	\$122.50
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed stamped envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Bryan Veith

Enclosures

ARTICLES OF INCORPORATION  
OF  
SOUNDS GREAT STEREOUS, INC.

FILED  
1995 MAR 10 PM 3:00  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be SOUNDS GREAT STEREOUS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue FIVE HUNDRED (500) shares of common stock, all of one class, with a par value of ONE DOLLAR (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors,

at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE,  
REGISTERED OFFICE AND AGENT

The corporation's principal address and address of the initial registered office is 13980 West Dixie Highway, North Miami, Dade County, Florida, 33161 and the name of its initial registered agent is BRYAN VEITH.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of three directors, and shall have three directors initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successor is elected and qualify are:

BRYAN VEITH  
13980 West Dixie Highway  
North Miami Beach, Fla. 33161

GERALD R. HIEBERT  
36 N.E. 171 Street  
North Miami Beach, Fla. 33162

ARNOLD B. FUCHS  
13980 West Dixie Highway  
North Miami Beach, Fla. 33161

ARTICLE VII - INCORPORATOR

The names and addresses of the incorporators of the corporation are:

BRYAN VEITH  
13980 West Dixie Highway  
North Miami Beach, Fla. 33161

GERALD R. HIEBERT  
36 N.E. 171 Street  
North Miami Beach, Fla. 33162

ARNOLD B. FUCHS  
13980 West Dixie Highway  
North Miami Beach, Fla. 33161

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct

was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election




of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 23rd day of February, 1995.

  
BRYAN VEITH

  
GERALD R. HIEBERT


  
ARNOLD B. FUCHS

STATE OF FLORIDA : SS  
COUNTY OF BROWARD: SS

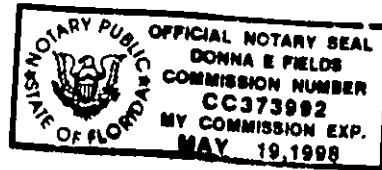
BEFORE ME the undersigned authority, personally appeared,  
BRYAN VEITH, GERALD R. HIEBERT and ARNOLD B. FUCHS, who is to me

well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 23rd day of February, 1995.

  
Notary Public  
State of Florida at Large

My Commission Expires:  
My Commission No.: CC39399Y



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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That SOUNDS GREAT STEREOS, INC., a corporation organizing under the laws of the State of Florida, has named BRYAN VEITH, as its Registered Agent to accept service of process within this State, who registered office is located at 13980 West Dixie Highway, North Miami Beach, Florida 33161, County of Dade, Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above entitled 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 the proper and complete performance of my duties.

SIGNATURE: \_\_\_\_\_

BRYAN VEITH

TITLE: Registered Agent

DATE: 2/23/95

FILED  
1995 MAR 10 PM 3:00  
TALLAHASSEE, FLORIDA