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LAW OFFICES OF

BARBARA J. LAMARR, P.A.
1777 South Andrews Avenue, Suite 203
Ft. Lauderdale, FL 33316

BARBARA J. LAMARR, ESQ.*
* Also Admitted in Washington, D.C.

Tel. (305) 525-5158
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March 13, 1995

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

000001430908
-03/16/95--01004--010
***245.00 ***122.50

Re: Articles of Incorporation for RHYTHM & BLUES AUDIO CORP., INC.
INTEGRATED AUDIO, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for RHYTHM & BLUES AUDIO CORP., INC. and INTEGRATED AUDIO, INC. Also as per your requirements, enclosed please find my check in the amount of \$245.00, which represents payment in full for the filing fee for said corporations. Thank you for your attention to this matter.

Sincerely yours;

Barbara J. Lamarr/RLS

BARBARA J. LAMARR

BJL:nks
Enclosures

FILED
1995 MAR 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RHYTHM & BLUES AUDIO CORP., INC.

FILED
1995 MAR 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME: The name of this corporation will be:

RHYTHM & BLUES AUDIO CORP., INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS: The general nature of business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

1. 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.

2. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes to mortgage all or part of the property corporeal or incorporeal rights or 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.

3. To import and export items of all variety and description, and to sell and distribute the same at wholesale and retail.

4. To take, purchase, or otherwise acquire, hold, own, maintain, work, develop, plat, divide, subdivide, sell, convey, lease, mortgage, exchange, improve, and otherwise

deal in and dispose of real estate and real property, and all other kinds of property of whatsoever nature, whether real, personal, or mixed, or any interest therein, or rights without limits as to amounts; to buy , sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker, or agent for negotiating of loans thereon; to borrow and lend money and negotiate loans to draw accept , endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures and negotiable instruments, or whatsoever nature, and to secure the same by mortgage on it's property, or otherwise; to issue or commission, subscribe for, take, acquire, hold exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual, or corporation.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is FIVE HUNDRED (500) shares of common stock of \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE: The Registered Agent and

street address of the initial registered office of this corporation shall be: BARBARA J. LAMARR, 1777 So. Andrews Avenue, #203, Ft. Lauderdale, FL 33310

The board of directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI

INCORPORATORS: The names and addresses of the subscribers to this Articles of Incorporation are/is:

ROBERT KOCHAN, 265 SW Port Saint Lucie Blvd., #224, Port St. Lucie, FL 34984

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS: The address of the principal place of business is: 265 SW Port Saint Lucie Blvd., #224, Port Saint Lucie, FL 34984

ARTICLE VIII

BOARD OF DIRECTORS: This corporation shall have two directors initially, The number of directors may be increased from time to time by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTORS: The names and addresses of the initial directors of the corporation are: ROBERT KOCHAN, 265 SW Port Saint Lucie Blvd., #224, Port Saint Lucie, FL 34984

ARTICLE X

BY LAWS: The power to adopt, alter, amend, or repeal the by-laws, shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

AMENDMENT: These 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 the stockholders, and approved at a stockholders' meeting by, at least, a majority of the stockholders entitled to vote, unless all of these directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

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

ARTICLE IVX

GENERAL PROVISIONS: The stockholders may divide themselves into groups for the purpose of obtaining unit control in the corporation and the stockholders may enter into a stockholder's agreement between themselves, such agreement shall be binding upon the corporation and shall be recognized by the directors and observed by the officers and agents of the corporation; and, particularly stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect a certain member or director, and in particular, stockholders may include in agreements between themselves the following as valid matters or agreements, to wit:

1. The manner and method in which the persons are elected to be directors.
2. A limitation upon the transferability of assignment of stock;

3. The conferring of preemptive rights of purchase upon stockholders are conditions precedent to the sale of any other stock.

4. Any matters related to effectuating the purposes included in any of the foregoing matters.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 8 day of March, 1995.

Robert C. Kochan
ROBERT KOCHAN

FILED
1995 MAR 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agreed to act in her capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

DATED this 3rd day of February, 1995.

Barbara J. Lamar
BARBARA J. LAMARR

STATE OF FLORIDA

COUNTY OF

BEFORE ME, a Notary Public, authorized in the State and County set forth above, personally appeared ROBERT KOCHAN who has produced picture identification in the form of D.L., who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of March, 1995


NOTARY PUBLIC, State of Florida

My Commission Expires:

Notary Public, Forsyth County, Georgia
My Commission Expires April 28, 1996

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized in the State and County set forth above, personally appeared BARBARA J. LAMARR who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
In the State and County aforesaid, this 3rd day of February, 1995.

Noreen K. Schapiro
NOTARY PUBLIC, State of Florida

My Commission Expires:

PREPARED BY:
LAW OFFICES OF BARBARA J. LAMARR, P.A.
1777 S. Andrews Avenue, Suite 203
Ft. Lauderdale, FL 33316
(305) 525 - 5158

