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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

③

ALL STAR AUDIO INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is:

All Star Audio Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be

6418 N.W. 5th Way

Fort Lauderdale FL 33309

and the name of its initial Registered Agent at such address is:

Richard Lowe

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

Richard Lowe 6418 N.W. 5th Way

Fort Lauderdale FL 33309

Prepared by: Peter Jacobsen
Southeast Accounting & Tax Group Inc
6418 N.W. 5th Way Ft Lauderdale FL 33309

(305)491.5727

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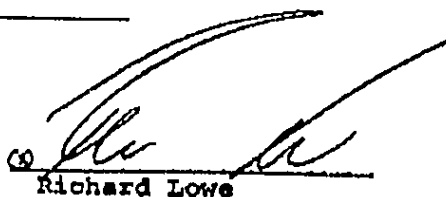
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The name and address of each incorporator is:

Richard Lowe 6418 N.W. 5th Way
Fort Lauderdale FL 33309

Dated: June 12, 1995


Richard Lowe

State of Florida:
County of Broward:

The foregoing instrument was acknowledged before me
day of June, 1995 by Richard Lowe of

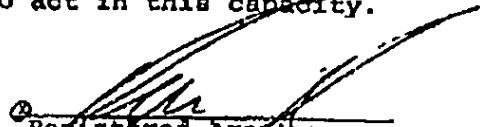
All Star Audio Inc.



PETER JACOBSEN
COMMISSION #CO 445039
EXPIRES MAR 18 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
P. Jacobsen

Richard Lowe, having been designated to act
as Registered Agent hereby agrees to act in this capacity.


Registered Agent
Richard Lowe

H95000006529

Prepared by: Peter Jacobsen
Southeast Accounting & Tax Group 6418 N.W. 5th Wy. Ft Lauderdale FL
33309

TOTAL P.03