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NAME: ELITE HOME THEATRE AND SOUND
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**ARTICLES OF INCORPORATION
OF
ELITE HOME THEATER AND SOUND, INC.**

Mr. Saul Stiberman for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is Elite Home Theater and Sound, Inc.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is ONE HUNDRED, all of which shall be common shares having a par value of ONE DOLLAR (\$ 1.00) per share.

ARTICLE IV

NATURE OF BUSINESS

The nature of business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
3. To manufacture, purchase, or otherwise acquire and own, mortgage, pledge,

Alicia Maria Benitez

CERTIFIED PUBLIC ACCOUNTANT

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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4. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and counties;
5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the corporate stock of, or any bonds, securities, or other evidence of indebtedness created, by any other corporation of the State of Florida or other state or government, and while owner of such stock, to exercise all the right, powers and privileges of ownership, including the right to vote such stock;
7. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase unissued or treasure shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasure shares.

REGISTERED OFFICE

The street address of the initial registered office of the Corporations:

50 NE 2 AVE
Miami, Fl 33132

The name of the registered agent at such address is:

Saul Stiberman

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ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

50 NE 2 AVE
Miami, Fl 33132

ARTICLE VIII

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in the accordance with the by-laws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAMEADDRESS

Sergio Stiberman
President

1572 NE Quay Terr.
Miami, Fl 33138

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE IX

INCORPORATORS

NAMEADDRESS

Saul Stiberman

50 NE 2 AVE
Miami, Fl 33132

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The corporation hereby adopts all contracts made on its behalf by the herein before mentioned incorporators. The corporation further authorizes its director to reimburse the herein before mentioned incorporators for any and all expenses incurred in the organization and formation of the corporation. The Directors of this corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporators shall be reimbursed.

ARTICLE XI

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 6 day of September 1995.



Mr. Saul Stiberman
Subscriber

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Certification designating place of business or domicile for the service of process with in Florida, naming Agent upon whom process may be served.

In compliance with section 48.091, Florida statutes, the following is submitted:

First that Elite Home Theater and Sound, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has name Saul Stiberman located at 50 NE 2 AVE Miami, State of Florida as its agent to accept service of process.

Signature *Saul Stiberman*

Title Subscriber Incorporator

Date 9-6-95

Having been to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

Signature *Saul Stiberman*

Date 9-6-95

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