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January 24, 1996

Secretary of State
Division of Corporations
P.O. 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

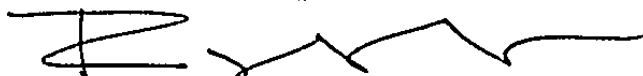
RE: Audio Extreme, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Audio Extreme, Inc., along with my check in the amount of \$70.00 to cover the cost of filing same. Please return the original copy to this office after filing.

Thank you.

Sincerely yours,



RAYMOND E. DOBBINS

RED/ltn
encl.

FILED
96 JAN 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-30-96

ARTICLES OF INCORPORATION
OF
AUDIO EXTREME, INC.

FILED
96 JAN 26 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be AUDIO EXTREME, INC.

The principal place of business of this corporation shall be 4092 N.E. 6th Avenue, Fort Lauderdale, Florida 33334.

ARTICLE II: PURPOSE

The general purpose of the business and objects and purposes proposed to be transacted by the corporation and the powers and privileges shall include all to be exercised by it shall include all powers that are given to bodies corporate under the Statutes of the State of Florida, as the same may exist and may be amended from time to time.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue at any one time is 100 shares of common stock. Such shares shall be of a single class and shall have no par value. The sole initial shareholder will be RUSSELL P. SINACORE.

ARTICLE IV: DURATION

The term of existence of the corporation is perpetual.

ARTICLE V: PRINCIPAL OFFICE

The principal office of this corporation shall be located at 4092 N.E. 6th Avenue, Fort Lauderdale, Florida 33334.

ARTICLE VI: OFFICERS

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed in accordance with the bylaws of the corporation, are:

RUSSELL P. SINACORE	President and Treasurer
3000 Riverland Road	Vice-President and Secretary
Fort Lauderdale, FL 33312	

ARTICLE VII: REGISTERED AGENT

The registered agent and the registered office for this corporation is:

RUSSELL P. SINACORE
4092 N.E. 6th Avenue
Fort Lauderdale, Florida 33334

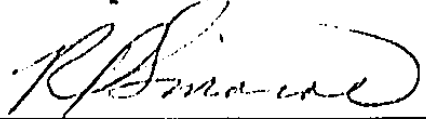
ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is:

RUSSELL P. SINACORE
4092 N.E. 6th Avenue
Fort Lauderdale, Florida 33334

ACKNOWLEDGEMENT OF REGISTERED AGENT AND INCORPORATOR

Having been named to accept service of process for the above-stated corporation, at the place designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office. I further acknowledge that I am the incorporator of this corporation.



RUSSELL P. SINACORE

Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24TH day of JANUARY, 1996, by RUSSELL P. SINACORE, who is personally known to me.

SEAL:





NOTARY PUBLIC

RAYMOND E. ROBBINS
Notary Name typed/printed/stamp

Commission No.:

FILED
96 JAN 26 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA