

P960000 14983

February 13, 1996

JOSEPH T. ROBINSON
ATTORNEY AT LAW
44 WEST FLAGLER STREET
SUITE 300
MIAMI, FLORIDA 33130
(305) 374-8000

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

200001714992
-02/14/96--01078--014
****122.50 ****122.50


Re: AUDIO INNOVATIONS, CORP.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Joseph T. Robinson, Esq.
JTR/jk

AUDIO INNOVATIONS, CORP.

AUDIO INNOVATIONS, CORP.
c/o Joseph T. Robinson, Esq.
44 W. Flagler St.
Suite 300
Miami, FL 33130
(305) 374-8919

FILED
96 FEB 14 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.S. If there are any problems, please contact me immediately as I need to get this filed as soon as possible.

SAB
2/13/96

ARTICLES OF INCORPORATION

of

AUDIO INNOVATIONS, CORP.

(name of corporation)

FILED

96 FEB 14 AM 10:29

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

CORPORATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AUDIO INNOVATIONS, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Robert Behnejad		
ADDRESS	8113 NW 54 St.		
CITY	Miami	FLORIDA	ZIP 33166

The principal office, if known, or the mailing address of the corporation is:

NAME	Audio Innovations, Corp.		
ADDRESS	8113 NW 54 St.		
CITY	Miami	FLORIDA	ZIP 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

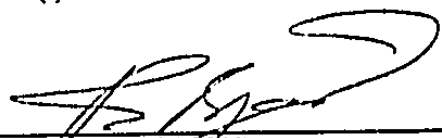
NAME	Robert Behnejad		
ADDRESS	8113 NW 54 St.		
CITY	Miami	STATE FL	ZIP 33166
NAME	Ray Behnejad		
ADDRESS	8113 NW 54 St.		
CITY	Miami	STATE FL	ZIP 33166
NAME			
ADDRESS			
CITY		STATE	ZIP

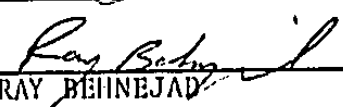
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert Behnejad		
ADDRESS	8113 NW 54 St.		
CITY	Miami	STATE	FL ZIP 33166
NAME	Ray Behnejad		
ADDRESS	8113 NW 54 St.		
CITY	Miami	STATE	FL ZIP 33166
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13th day of FEB, 1996.


 _____ (Seal)
 ROBERT BEHNEJAD


 _____ (Seal)
 RAY BEHNEJAD

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

AUDIO INNOVATIONS, CORP.
(name of corporation)

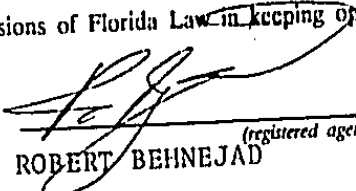
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8113 NW 54 St.
Miami, FL 33166

has named Robert Behnejad
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)
ROBERT BEHNEJAD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 14 AM 8:30

FILED

P96000014983

FROM

Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables, FL 33146

City/State/Zip

Document #

Office Use Only

FILED
96 NOV 14 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800002005018--5
-11/14/96--01093--020
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.

VS NOV 22 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement
for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is Audio Innovations, Corp.

SECOND: The address of its present registered agent is 8113 NW 54 St.

Miami, FL 33166

THIRD: The address to which its registered agent is to be changed is

2801 SW 21 Terce Miami FL 33145

11352 Persimmon Blvd., Royal Palm Beach FL 33411

FOURTH: The name of its present registered agent is Robert Behnejad

FIFTH: The name of its successor registered agent is Daniel M. Ditinyak

SIXTH: The address of its registered office and the address of the business office of its registered agent,
as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated November 1, 19 96

AUDIO INNOVATIONS, CORP.

(exact corporate name)

SIGNATURE

Ray G. Behnejad
(President or Vice President)

DATE November 6, 1996

HAVING BEEN NAMED 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 RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGA-
TIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Daniel M. Ditinyak
(Registered Agent)

FILING FEE: \$ 35.00

DATE

November 6, 1996

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

CR2E045 (9-85)

FILED
96 NOV 14 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA