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FLORIDA DIVISION OF CORPORATIONS

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11:30 AM

TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GADSDEN STREET
TALLAHASSEE, FL 32309
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FROM: EMPIRE PRODUCTIONS COMPANY
149 W. HAZARD ST
SUITE 200
MIAMI FL 33138
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
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(((H96000002557)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HOME ELECTRONICS SYSTEMS, INC.
FAX AUDIT NUMBER: H96000002557
DATE REQUESTED: 02/22/1996
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOME ELECTRONICS SYSTEMS, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **HOME ELECTRONICS SYSTEMS, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: Any and all activities under the laws of the United States and of the State of Florida, and further any and all lawful business not proscribed by the laws of the State of Florida or of the United States.

And, 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.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of the interest as Corporation may determine, or for other purposes, to incorporate, rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw or accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligation or negotiable instruments.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock of this corporation is authorized to have outstanding at any on time is: 500 shares at \$1.00 per value.

This instrument was prepared by:
Manuel Vega, Jr., Esq. - FEN: 312653
2600 Douglas Road-P11-Ten
Coral Gables, Florida 33134
(305) 443-1070

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ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock of this corporation is authorized to have outstanding at any one time is: 500 shares at \$1.00 par value.

All aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of a capital with which this corporation shall begin business is not less than: FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. - ADDRESS

The initial post office address of this corporation in the State of Florida: 11519 SW 172nd Terrace, Miami, Florida 33157. The board of directors may from time to time move the principal office to any other address in the State of Florida; and establish subsidiaries in any place within and outside the United States.

ARTICLE VII. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1) The name(s) and address(es) of the initial Director(s) of this corporation is (are) : Eberto J. Boza - 11519 SW 172 Terrace Miami, Florida 33157; and Doris I. Boza, 11519 SW 172nd Terrace, Miami, Florida 33157.

The corporation shall indemnify and hold harmless each person who shall serve at any time

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hereafter as a director or officer of the corporation, any person who serves at the request of the corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having hereto or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any corporation shall in any way be effectuated or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation: any director individually, or may firm of which any directors may be a member, may be a party to, or may be pecuniarily or other interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of the quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director and officers of such other corporation or not interested.

ARTICLE VIII. - OFFICERS

A. Officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time be resolution created. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year

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year term in accordance with the procedure set forth in the By-Laws. The names of the officers who are to manage and conduct the business of the corporation until the annual meeting of the Board of qualified are:

President - Eberto J. Boza - 11519 SW 172nd Terrace, Miami, Fl 33157.

Vice-President - Doris I. Boza - 11519 SW 172nd Terrace, Miami, Fl. 33157.

Secretary - Doris I. Boza - 11519 SW 172nd Terrace, Miami, Fl. 33157.

Treasurer - Eberto J. Boza - 11519 SW 172nd Terrace, Miami, Florida 33157.

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors(s) proposed by them to the stockholders and approved at a Stockholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X. - PREEMPTIVE RIGHTS

Any shareholder of the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other shareholders upon the same terms and conditions as the shares are being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of the first refusal within ten (10) days of the receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholders upon the same terms and conditions as were offered to remaining Shareholders.


EBERTO J. BOZA, Subscriber

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set above set forth above, personally appeared, EBERTO J. BOZA, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County, this 22nd day of February, 1996.



EBERTO J. BOZA, JR.
MY COMMISSION / EXPIRATION DATE
12/31/97
CHOOSE THE WAY YOU WANT TO BE SERVED

NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: HOME ELECTRONICS SYSTEMS, INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI

STATE OF FLORIDA, HAS NAMED, EBERTO J. BOZA

LOCATED AT - 11519 SW 172nd Terrace

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATE: February 22/96 SIGNATURE:

TITLE:


EBERTO J. BOZA, President

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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.

SIGNATURE: _____



HERBERTO J. BOZA
Resident Agent

Date: 22 day of February, 1996

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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