

3/08/96

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
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((H90000003326)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: E.O. SOUND, INC.

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ARTICLES OF INCORPORATION

OF

E.C. SOUND, INC.

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TALLAHASSEE, FLORIDA
(5)

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is E.C. SOUND, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 7606 Plantation Blvd. Miramar, Florida 33023.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or

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benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 7606 Plantation Blvd., Miramar, Florida 33023 and EMERY G. COLLIER is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

EMERY G. COLLIER and DAWN MARIE COLLIER
7606 Plantation Blvd.
Miramar, FL 33023

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

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ARTICLE X: INCORPORATORS

The incorporators of the Corporation are as follows:

EMERY G. COLLIER and DAWN MARIE COLLIER
7606 Plantation Blvd.
Miramar, FL 33023

IN WITNESS WHEREOF, We, EMERY G. COLLIER and DAWN MARIE COLLIER, the undersigned incorporators, have signed these Articles of Incorporation on this 1st day of March, 1996 and acknowledged the same to be our act.

[Signature]
EMERY G. COLLIER

[Signature]
DAWN MARIE COLLIER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 1st day of March, 1996 by EMERY G. COLLIER and DAWN MARIE COLLIER, both of whom personally appeared before me at the time of notarization, and both of whom have provided Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: [Signature]

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission C.F. 111147
Expires Sep. 18, 1997
Bonded by MAA
820-488-1985

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That E.C. SOUND, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miramar, County of Broward, State of Florida, has named EMERY G. COLLIER located at 7606 Plantation in the City of Miramar, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Emery G. Collier
EMERY G. COLLIER

DATE: March 1, 1996

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TALLAHASSEE, FLORIDA

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