

P96000040501

ACCOLADES BUSINESS CONSULTANTS, INC.

7355 SW 96 STREET

MIAMI, FL 33156

TEL: 305-665-6805

FAX: 305-669-8942

April 29, 1996

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings Dept.

100001811331
-05/07/96--01090--007
****122.50 ****122.50

Re: Articles of Incorporation of A-1-A ELECTRONICS, INC.

Gentlemen:

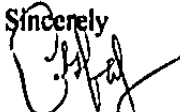
Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$122.50 for filing fees and certified copy of the Articles of Incorporation.

Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.
7355 SW 96 Street
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely


Andy Bhansali
President

Dmc
5/10/96

96 MAY -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
A-1-A ELECTRONICS, INC.**

FILED
96 MAY -6 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is A-1-A ELECTRONICS, INC. and the principal office address is: 6633 South Dixie Hwy., Miami, FL 33143.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business of sales, service and rentals of audio and video equipment, sound systems, computers, faxes, electronic business machines, cellular telephones, beepers, telephones, car stereos and alarms, other electronic items, etc.; and providing other related services, in conformity with the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

ARTICLE IV - CAPITAL STOCK

The initial capital of the corporation is One Hundred Dollars made up of One

Hundred (100) shares of common stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 6633 South Dixie Hwy., Miami, FL 33143 and the name of the initial registered agent of this corporation is MARIE CARISMA.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

MARIE CARISMA, 6633 South Dixie Hwy., Miami, FL 33143

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are:

MARIE CARISMA, 6633 South Dixie hwy., Miami, FL 33143.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued initially to the following persons and entities in the amount set forth opposite their names:

MARIE CARISMA

100 Shares

By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

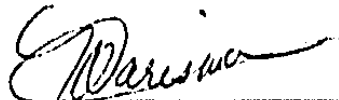
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

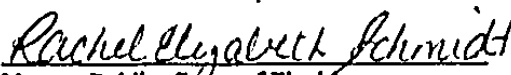
of Incorporation this _____ day of April, 1996.


MARIE CARISMA, Incorporator

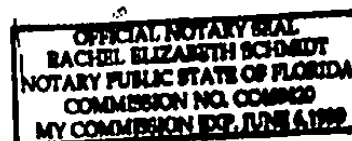
STATE OF FLORIDA)
COUNTY OF DATE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARIE CARISMA and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of April, 1996.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FILED

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

96 MAY -6 PM 3:15

NAMING UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That A-I-A ELECTRONICS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named MARIE CARISMA, located at 6633 South Dixie Hwy., Miami, FL 33143 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



MARIE CARISMA, Resident Agent