

996000060802

KWITNEY, KROOP & SCHEINBERG, P.A.

SUITE 612
426 LINCOLN ROAD MAIL

MIAMI BEACH, FLORIDA 33139

RICHARD J. KROOP
BRUCE J. SCHEINBERG

PAUL KWITNEY - OF COUNSEL

AREA CODE 305
338-7878

TELECOMEX
AREA CODE 305
338-4676

July 16, 1996

Secretary of State
State of Florida
Division of Corporations
409 East Galena Street
Tallahassee, Florida 32399

500001898495
-07/10/96--01004--004
***122.50 ***122.50

Re: NEW MAGIC CAR SOUND, INC.

Dear Sir or Madam:

Enclosed herein please find the original and one (1) copy of the Articles of Incorporation pertaining to the above captioned corporation, together with my check in the amount of One Hundred Twenty-two Dollars and Fifty Cents (\$122.50) to cover the following costs:

Filing Fee	\$ 35.00
Certification Fee	\$ 52.50
Registered Agent Designation	\$ 35.00
	<u>\$122.50</u>

Kindly return one (1) copy of the Certificate of Incorporation to this office. Please give this matter your immediate attention.

Thanking you for your courtesies, I remain

Yours very truly,

KWITNEY, KROOP & SCHEINBERG, P.A.

By

Bruce J. Scheinberg

BJS:ss

Enclosure

JUL 22 1996

FILED
96 JUL 19 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
NEW MAGIC CAR SOUND, INC.

FILED
96 JUL 18 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, hereby
associate ourselves into a corporation pursuant to the provisions
of the Laws of the State of Florida, providing for the formation of
corporations for profit, for the purposes and with the powers
herein mentioned, and to that end we do by this Certificate set
forth:

I

The name of the Corporation is:

NEW MAGIC CAR SOUND, INC.

II

The general nature of the business or businesses to be
transacted shall be:

a) Car Stereo, Electronics and Installation and any other
business not contrary to law.

(b) To purchase, exchange, hire or otherwise acquire such
personal property, chattels, rights, easements, permits, privileges
and franchises as may lawfully be purchased, exchanged, hired or
acquired.

(c) To erect, construct, maintain, improve, rebuild, enlarge,
alter, manage and control directly or through ownership of stock in
any corporation any and all kinds of buildings, houses, hotels,

bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

(d) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the company, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

(e) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

(f) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

(g) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the

right to vote thereon, and to issue in exchange therefor its own stock, bonds, and other obligations.

(h) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i) To do all such acts and things as are incident or conducive to the premises.

(j) And this Corporation shall have the power to conduct its business in all of its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of the said Corporation, or to promote any of the subjects or objects for which the company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

III

The maximum number of shares with no nominal or par value that this corporation is authorized to have outstanding at any time is

one hundred (100) shares.

The total number of shares which may be issued by the Corporation is one hundred (100) shares, all of which shall have no nominal or par value. The Corporation will commence business with fifty (50) shares.

Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

IV

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation is to be located at:
1201 North State Road 7
Lauderhill, Florida 33313

VII

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than one

(1) nor more than eight (8) members.

VIII

The names, post office addresses of the first Board of Directors and officers who, subject to the provisions of this Certificate of Incorporation, by-laws and the Act of Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>OFFICE</u>
Jehsuah Wintrob	5583 N.W. 72nd Ave. Miami, FL 33166	President Secretary Treasurer/Dir.

IX

The names and post office addresses of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Jehsuah Wintrob	5583 N.W. 72nd Ave. Miami, FL 33166	50

X

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, and assets, including its good will and its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of

record holding stock in the corporation entitling them to exercise a least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers specified or enumerated herein and each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers, and the specifications and enumeration of the said objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any and all of the

powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the Statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes).

The Corporation shall have a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, assistant Secretaries and assistant Treasurers, and such other officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The same person may hold two or more offices.

XI

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being all of the original subscribers to

the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 16th of July, 1996.



JEHSUAH WINTROB

(SEAL)

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

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

First--That NEW MAGIC CAR 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 Lauderhill

County of Broward, State of Florida

has named JEHSUAH WINTROB

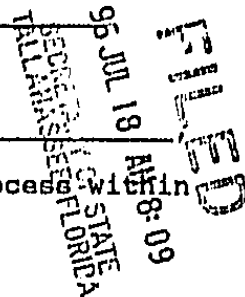
located at 5581 N.W. 72nd Avenue
(Street address and number of building,
Post Office Box Address not acceptable)

City of Miami, County of Dade
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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
provision of said Act relative to keeping open said office.

By 
JEHSUAH WINTROB
(Registered Agent)



P96000060802

LAW OFFICES
KWITNEY, KROOP & SCHEINBERG, P.A.
SUITE 612
420 LINCOLN ROAD MALL
MIAMI BEACH, FLORIDA 33139

RICHARD L. KROOP
BRUCE J. SCHEINBERG
PAUL KWITNEY - OF COUNSEL

AREA CODE 305
630-7070

TELECOMEN
AREA CODE 305
830-4670

April 9, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: NEW MAGIC CAR SOUND, INC.

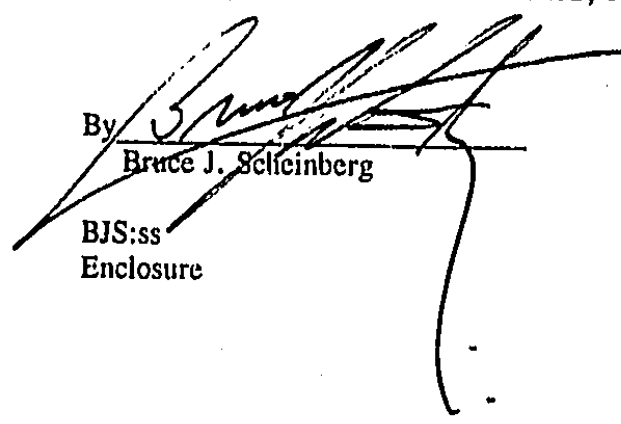
Dear Sir or Madam:

Enclosed herein please find the Articles of Amendment to Articles of Incorporation and Statement of Change of Registered Agent for the above corporation together with our check in the amount of \$70.00 made payable to the Secretary of State.

Very truly yours,

KWITNEY, KROOP & SCHEINBERG, P.A.

1 00002140441--2
-04/11/97--01068--009
*****70.00 *****35.00

By 
Bruce J. Scheinberg

BJS:ss
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4: 24

Amend
APR 15 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4:24

NEW MAGIC CAR SOUND, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

That ARTICLE VIII of the Articles of Incorporation is amended to provide that Jehsuah Wintrob has resigned as President, Secretary, Treasurer and Director of the above-name corporation; and in his place Yaakov Dahan shall effective immediately, hold the following offices in said corporation: President, Secretary, Treasurer and Director.

The effect of this amendment is that Jehsuah Wintrob shall have no interest or office or directorship in NEW MAGIC CAR SOUND, INC.

Yaakov Dahan shall have sole ownership of the outstanding stock in this corporation as of the date of this document.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 3, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3 of March 3/3, 19 97

Signature [Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder
JEHSUAH WINTROB as President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jehsuah Wintrob
Typed or printed name

President
Title

P96000040802

LAW OFFICES
KWTNEY, KRUPP & SCHEINBERG, P.A.
SUITE 512
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

Office Use Only

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 checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002140443--B
-04/11/97--01068--009
*****70.00 *****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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4:25
APR 9 5 1997

Examiner's Initials

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: NEW MAGIC CAR BOUND, INC.

1b. The mailing address of the corporation is : 1201 North State Road 7
Lauderhill, Florida 33313

1c. Date of Incorporation: July 18, 1996 Document number: P96000060802

2. The name and address of the current registered agent and office:

Jehsuah Wintrob
5583 N.W. 72nd Avenue, Miami, Florida 33155
Miami, Florida 33166

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Yaakov Dahan
1201 North State Road 7
Lauderhill, Florida 33313

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Jehsuah Wintrob
(Signature of an officer, chairman or vice chairman of the board)

3/3/97
(Date)

Jehsuah Wintrob as President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Yaakov Dahan
(Signature of Registered Agent)
Yaakov Dahan as Registered Agent

4-4-97
(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4:25

P96000060802

LAW OFFICES
KWITNEY, KROOP & SCHEINBERG, P.A.
SUITE 812
420 LINCOLN ROAD MALL
MIAMI BEACH, FLORIDA 33139

RICHARD I. KROOP
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PAUL KWITNEY - OF COUNSEL

AREA CODE 305
533-7078

TELECOPIER
AREA CODE 305
530-4670

April 9, 1997

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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****35.00

By 
Bruce J. Scheinberg

BJS:ss
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 11 PM 4:24

Amend
APR 15 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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(present name)

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Signed this day 3 of March 3/3, 19 97.

Signature

Jehsuah Wintrob
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder
JEHSUAH WINTROB as President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jehsuah Wintrob
Typed or printed name

President

Title

P9600040802

LAW OFFICES
KAWITNEY, KROOP & SCHEINBERG, P.A.
SUITE 812
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

Office Use Only

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 checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002140443--6
-04/11/97- -01068--009
*****70.00 *****00.00

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
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SECRETARY OF STATE
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OR BOTH FOR CORPORATIONS**

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1c. Date of incorporation: July 18, 1996 Document number: P96000060802

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Miami, Florida 33166

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Yaakov Dahan

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Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Jehsuah Wintrob
(Signature of an officer, chairman or vice chairman of the board)

3/3/97
(Date)

Jehsuah Wintrob as President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Yaakov Dahan
(Signature of Registered Agent)

Yaakov Dahan as Registered Agent

4-4-97
(Date)