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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: ULTIMATE SOUND INC.
AUDIT NUMBER.....H96000012609
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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1200
9/10/96

**ARTICLES OF INCORPORATION
OF**

ULTIMATE SOUND INC.

H96000012609
96 SEP 10 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **ULTIMATE SOUND INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 908 BALKELL ROAD, TAMPA, FL 33612 and the name of its initial registered agent at such address is VIVIAN ALTER.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:
LEON MANN, C/O MARTIN HARPER, 2726 CHURCH AVE., BROOKLYN, NY 11226
7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 09/09/96

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **ULTIMATE SOUND INC.**, the within named corporation.

Dated:

9/10/96


VIVIAN ALTER

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

H96000012609

P96000074983

ULTIMATE SOUND INC.
2726 CHURCH AVENUE
BROOKLYN, NY 11226-4105

September 12, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

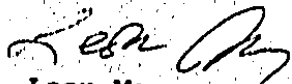
Re: Corporate Number: P96000074983

Gentlemen:

Please correct the mailing address on file for the corporation to:

2726 Church Avenue
Brooklyn, NY 11226-4105

Sincerely,



Leon Mann,
President

updated LC 9/17/96