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CARL M. SUGARMAN

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October 25, 1996

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Secretary of State
Division of Corporation
George Firestone Building
409 E. Gaines Street
Tallahassee, FL. 32399

RE: World Wide Sound & Communications, Inc.

Dear Sir:

Enclosed herewith please find the following regarding the above mentioned corporation, to-wit:

1. Original and one (1) copy of Articles of Incorporation.
2. Check in the sum of \$122.50 representing the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>

TOTAL = \$122.50

Kindly return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,


Carl M. Sugarman

CMS:ia
Encl.

Dmc
10/29/96

TALLAHASSEE, FLORIDA

96 OCT 28 PM 4:08

FILED

FILED

96 OCT 20 PM 4:08

TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

WORLD WIDE SOUND & COMMUNICATIONS
SYSTEMS, INC.

WE, the undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Secretary of State of Florida, a Certificate of Incorporation, as follows:

I.

The name of the corporation shall be:

WORLD WIDE SOUND & COMMUNICATIONS SYSTEMS, INC.

II.

The general nature of the business or businesses to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III.

The corporation is authorized to indemnify to the fullest extent permitted by law any actions of its agents taken in its behalf.

IV.

The corporation shall have perpetual existence. Corporate existence and the right to transact business shall commence upon the filing of this Certificate with the Secretary of State.

V.

The maximum number of shares outstanding at any one time shall be:

1,000 Shares of Common Stock having a par value
of \$.10 per share.

VI.

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation.

VII.

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendments thereto.

VIII.

The name and address of the Registered Agent of the corporation shall be:

CARL M. SUGARMAN
9700 SOUTH DIXIE HIGHWAY #550
MIAMI, FL. 33156

The registered office, principal office and mailing address of the corporation shall be:

9700 SOUTH DIXIE HIGHWAY #550
MIAMI, FL. 33156

X.

The number of Directors shall be not less than one nor more than ten.

XI.

The names and street addresses of the first Board of Directors of the corporation are as follows:

MANUEL ANGEL RAMOS
RIO HUDSON 19
COL. CUAUHEMOC
MEXICO CITY, MEXICO 06500

MANUEL ANGEL HAU
RIO HUDSON 19
COL. CUAUHEMOC
MEXICO CITY, MEXICO 06500

XII.

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XIII.

A majority of all the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XIV.

The business of the corporation shall be managed by the shareholders.

XV.

The names and addresses of the first officers of the corporation are as follows:

MANUEL ANGEL RAMOS, PRESIDENT
RIO HUDSON 19
COL. CUAUHEMOC
MEXICO CITY, MEXICO 06500

MANUEL ANGEL HAUA, VICE PRESIDENT,
SECRETARY AND
TREASURER
RIO HUDSON 19
COL. CUAUHEMOC
MEXICO CITY, MEXICO 06500

XVI.

The names and street addresses of each subscriber of this Certificate of Incorporation are as follows:

MANUEL ANGEL HAUA
RIO HUDSON 19
COL. CUAUHEMOC
MEXICO CITY, MEXICO 06500

IN WITNESS WHEREOF, the undersigned subscriber has executed this Certificate of Incorporation this 24th day of October, 1996.




MANUEL ANGEL HAUA

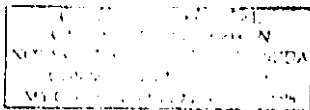
STATE OF FLORIDA

COUNTY OF DADE

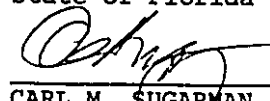
The foregoing instrument was acknowledged before me this 24th day of October, 1996, by MANUEL ANGEL HAUUA who has produced his MEXICAN VOTERS ID CARD as identification and who did take an oath.


NOTARY PUBLIC- State of Florida

MY COMMISSION EXPIRES:



Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the foregoing Certificate, I hereby accept such nomination and agree to act in said capacity and agree to comply with the provisions of the laws of the State of Florida relative thereto.


CARL M. SUGARMAN, Registered Agent