

796000099822

THE TAX MAN, INC.
1601 BELVEDERE ROAD
SUITE 213 - SOUTH
WEST PALM BEACH, FL 33406
(407) 684-3844; FAX (407) 689-0708

December 6, 1996

Florida Department of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

300002023563--3
-12/09/96--01035--014
*****70.00 *****70.00

Re: FLORIDA AUTO SECURITY & SOUND, INC.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned corporation, as well as a check in the amount of \$70.00 to cover the cost of filing.

If there are any questions feel free to contact me at the address above or by telephone.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Jay B. Fischer

JBF/ss

Encl./

FILED
96 DEC -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/11

ARTICLES OF INCORPORATION
OF
FLORIDA AUTO SECURITY & SOUND, INC.

FILED
96 DEC -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is FLORIDA AUTO SECURITY & SOUND, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 2801 Forest Hill Blvd., West Palm Beach, Florida, 33406, and the name of the initial registered agent at this address is Pamletta Mitchell.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Pamletta Mitchell

2801 Forest Hill Blvd.
West Palm Beach, Fl 33406

ARTICLE IX
INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

Pamletta Mitchell

2801 Forest Hill Blvd.
West Palm Beach, FL 33406

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 6th day of December, 1996.


Pamletta Mitchell

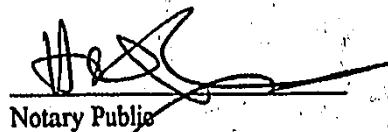
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Pamletta Mitchell known by me to be the person who executed these article of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 6th day of December, 1996.

{SEAL}


Notary Public



HOWARD I. ANGOWITZ
MY COMMISSION # CC300186 EXPIRES
August 2, 1997
BONDED THRU TROY FARM INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--FLORIDA AUTO SECURITY & SOUND, INC.
DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED PAMLETTA MITCHELL AT 2801 FOREST HILL BLVD., CITY OF WEST PALM BEACH, STATE OF FLORIDA AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

FILED
96 DEC -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNED

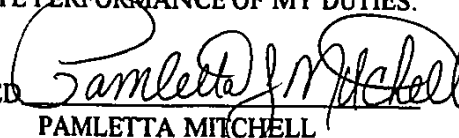


TITLE PRESIDENT

DATE DECEMBER 6, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED



PAMLETTA MITCHELL
Resident Agent

DATE DECEMBER 6, 1996