

P97 000000452

LAW OFFICES  
**CYPEN & CYPEN**  
P. O. BOX 402099  
MIAMI BEACH, FLORIDA 33140-0099

825 ARTHUR GODFREY ROAD

AREA CODE 305  
MIAMI 832-3200  
BROWARD 522-3200  
TELECOPIER 835-0050

FILED  
96 DEC 31 AM 11:07  
TALLAHASSEE, FLORIDA

December 27, 1996

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

000002041870--3  
-12/31/96--01039--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Pro-Sound Distributors, Inc.  
Our File No. 13365

Gentlemen:

Enclosed please find original of Articles of Incorporation for the above named corporation, together with our check in the amount of \$70.00 representing filing fee and fee for registered agent designation. We do not require a certified copy of the Articles.

Please advise as soon as the Articles are filed.

Thank you for your usual assistance and cooperation.

Cordially yours,

CYPEN & CYPEN

  
Myles G. Cypen  
For the Firm

MGC/arc  
Enclosures

ARTICLES OF INCORPORATION  
OF  
PRO-SOUND DISTRIBUTORS, INC.

FILED  
96 DEC 31 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a corporation under and pursuant to the laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be PRO-SOUND DISTRIBUTORS, INC.

ARTICLE II.

The initial street and mailing address of the principal office of the corporation is: 3342 Northeast 171st Street, North Miami Beach, Florida 33160.

ARTICLE III.

The general nature of the business to be transacted by the corporation may be any activity or business permitted under the laws of the United States, the State of Florida, or any other state, nation or territory.

ARTICLE IV.

The maximum number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock.

#### ARTICLE V.

Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law or by these Articles of Incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. No shareholder shall be entitled to cumulate votes in voting for the election of directors.

#### ARTICLE VI.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any new or additional issue of stock of any class whatsoever or securities convertible into or evidencing the right to purchase stock of any class whatsoever, or any portion thereof, whether now or hereafter authorized, regardless of the consideration therefor.

#### ARTICLE VII.

The stockholders of the corporation may enter into stockholders' agreements between themselves, which shall be binding upon the corporation until such time as there is filed with the President and Secretary of the corporation a written instrument signed by the original parties to such agreements, or their lawful successors, consenting to the revocation, cancellation and/or amendment of such agreements.

**ARTICLE VIII.**

The corporation shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the person is or was a director or officer of the corporation. Such indemnification shall include payment or reimbursement for expenses incurred by such person in advance of the final disposition of the action, suit or proceeding, as permitted by law.

**ARTICLE IX.**

The initial board of directors shall consist of one (1) director whose name and street address is: Fred Rubin, 3342 Northeast 171st Street, North Miami Beach, Florida 33160.

**ARTICLE X.**

The name and street address of the President of the corporation is: Fred Rubin, 3342 Northeast 171st Street, North Miami Beach, Florida 33160. The address of the Secretary is Rod Sintow, 550 Northeast 124th Street, North Miami, Florida 33160.

ARTICLE XI.

The name and street address of the person signing these Articles of Incorporation as incorporator is: Myles G. Cypen, Esquire, 825 Arthur Godfrey Road, Miami Beach, Florida 33140.

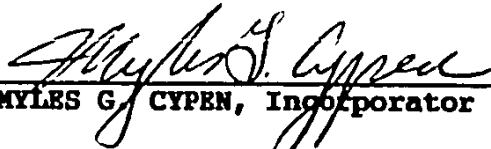
ARTICLE XII.

The initial registered agent of the corporation is Myles G. Cypen, Esquire. The street address of the initial registered office of the corporation is: 825 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE XIII.

The board of directors may, by resolution, designate one or more of its number to constitute an executive committee, who, to the extent provided in such resolution or bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator to these Articles of Incorporation has hereunto set his hand and seal this 27 day of December, 1996.

  
\_\_\_\_\_  
MYLES G. CYPEN, Incorporator

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment as registered agent for the corporation and agrees to act in this capacity in compliance with all applicable statutes. I am familiar with and accept the duties and obligations of registered agent.

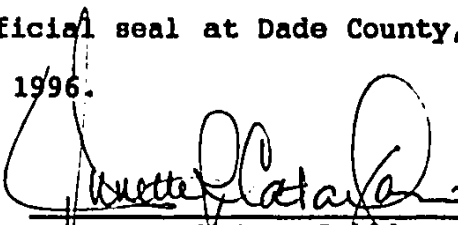
  
\_\_\_\_\_  
MYLES G. CYPEN, Registered Agent

STATE OF FLORIDA     )  
                              )SS:  
COUNTY OF DADE     )

FILED  
96 DEC 31 AM 11:01  
TALLAHASSEE, FLORIDA

BE IT REMEMBERED, that on this day personally appeared before the undersigned Notary Public, in and for the State of Florida at Large, MYLES G. CYPEN, as Incorporator and Registered Agent, to the foregoing Articles of Incorporation, to me personally known to be such, and upon oath acknowledged the said Articles to be the act and deed of the signer and that the facts therein set forth are true.

WITNESS my hand and official seal at Dade County, Florida, this 27<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
Notary Public  
ANNETTE R. CATALFAMO  
Printed Name of Notary Public

My commission expires:

OFFICIAL NOTARY SEAL  
ANNETTE R. CATALFAMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC365647  
MY COMMISSION EXP. MAY 6, 1998