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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 224275 7122004

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : January 16, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 224275-005

CUSTOMER NO: 7122004

CUSTOMER: Mr. Marc Lewin  
MR. MARC LEWIN

000002068070--8

2227 Biscayne Boulevard

Miami, FL 33137

DOMESTIC FILING

NAME: SOUND GOOD STEREO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED  
97 JAN 24 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 24 AM 11:39  
DIVISION OF CORPORATION

*Dmc*  
*1/27/97*

FILED

97 JAN 24 PM 2:24

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SOUND GOOD STEREO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUND GOOD STEREO, INC.

The address of the principal office of this corporation shall be 2227 Biscayne Boulevard, Miami, Florida 33137, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 16437 Northeast 30th Avenue, Miami, Florida 33137, and the name of the initial registered agent of the corporation at that address is Marc D. Lewin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Marc D. Lewin	16437 Northeast 30th Avenue
Dir.	Miami, Florida 33160

Rodin D. Lewin	16437 Northeast 30th Avenue
Dir.	Miami, Florida 33160

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on January 24, 1997.

Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Incorporator

TFR/VICTORIA L. PEREZ

FILED

97 JAN 24 PM 2:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Marc D. Lewin, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SOUND GOOD STEREO, INC.

Marc D. Lewin is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Marc D. Lewin