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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: LLOYD GRANET
PHONE: (407)368-3575
(407)447-0701

FAX #:

NAME: TOP TEN SOUNDS, INC.

AUDIT NUMBER.....H97000003487

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Lloyd Granat, Esq.
6200 Town Cir. Cir. #301
Post Office Box 6189
Boca Raton, FL 33427

561-447-0700
561-447-0701 (FAX)

nc 2/28/97

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ARTICLES OF INCORPORATION
OF
TOP TEN SOUNDS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Top Ten Sounds, Inc..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 10060 Griffin Road, Cooper City, Florida 33328.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 (one/hundredth of a dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Georgio Bouza.

The address of the registered office of the corporation is 10060 Griffin Road, Cooper City, Florida 33328.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is: Georgio Bouza, 10060 Griffin Road, Cooper City, Florida 33328.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he/she resigns or her successor is elected or appointed and qualified, whichever occurs first.

H97000003487

Lloyd Granet, Esq.
5200 Town Ctr. Cir. #301
Post Office Box 6189
Boca Raton, FL 33427

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ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is: Georgio Bouza, 10060 Griffin Road, Cooper City, Florida 33328.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.


In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.


Incorporator

2/27/97
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Georgio Bouza, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to these Articles of Incorporation on the date set out above.


Notary Public State
of Florida at Large
Commission expiration:



MARTHANN ABRAMOWITZ
MY COMMISSION # 00420218 EXPIRES
November 13, 1998
BONDED TO FIDELITY FARM INSURANCE, INC.

(Notary Seal)

H97000003487

Lloyd Granet, Esq.
5200 Town Cir. Cir. #301
Post Office Box 6183
Boca Raton, FL 33427

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Top Ten Sounds, Inc..
2. The name and address of the registered agent and office is:
Georgio Bouza
10060 Griffin Road, Cooper City, Florida 33328

SIGNATURE: Georgio BouzaTITLE: IncorporatorDATE: 2/27/97

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

SIGNATURE: Georgio BouzaDATE: 2/27/97

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