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ATTORNEYS AT LAW

1401 N.W. 17th Avenue

Miami, Florida 33125-2322

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
Tallahassee, FL 32314

February 18, 1997

RE: Winner Trading Company

Dear Sir/Mam:

Enclosed you will find the original Articles of Incorporation of the above styled corporation, a copy of the same, and my check in the amount of \$122.50 representing filing fee.

Please have the Articles filed and remit a certified copy in the stamped, self-addressed envelope provided.

Thank you for your prompt attention and cooperation in this matter.

Sincerely,

HARVEY D. ROGERS, ESQ.

HDR/mtp  
Enclosures

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 3, 1997

HARVEY D. ROGERS ESQ.  
1401 SW 17TH AVE  
MIAMI, FL 33125-2322

SUBJECT: WINNER TRADING COMPANY  
Ref. Number: W97000004869

We have received your document for WINNER TRADING COMPANY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 497A00010776

**ARTICLES OF INCORPORATION  
OF  
MIAMI SOUND DESIGN COMPANY**

**ARTICLE I**

The name of this Corporation: **MIAMI SOUND DESIGN COMPANY**

**ARTICLE II**

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

**ARTICLE III**

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

**ARTICLE IV**

The principal office, mailing address and initial registered office of this Corporation is: 1401 N.W. 17th. Avenue Miami, Florida 33125-2322, and the name of the initial registered agent of this Corporation, at the above address is: **Kourosh Afra**.

**ARTICLE V**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. However, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a majority vote of the shareholders of this Corporation.

**ARTICLE VI**

This Corporation shall have Two (2) Director(s) initially, but the number may be either increased or decreased by its By-Laws, but shall never be less than One (1). The names and addresses of the initial Board of Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>Kourosh Afra</b>	1401 N.W. 17th. Avenue Miami, Florida 33125-2322
<b>Victor M. Hevia</b>	1401 N.W. 17th. Avenue Miami, Florida 33125-2322

ARTICLE VII

The name(s) and address(es) of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kourosh Afra	1401 N.W. 17th. Avenue Miami, Florida 33125-2322
Victor M. Hevia	1401 N.W. 17th. Avenue Miami, Florida 33125-2322

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Kourosh Afra	1401 N.W. 17th. Avenue Miami, Florida 33125-2322	Pres/Dir
Victor M. Hevia	1401 N.W. 17th. Avenue Miami, Florida 33125-2322	Sec/Dir

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any and all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred (100) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of Feb., 1996.

Kourosch Afra  
Kourosch Afra  
Victor M. Hevia  
Victor M. Hevia

STATE OF FLORIDA     }  
                              } S.S.  
COUNTY OF DADE     }

Sworn to and subscribed before me this 28 day of Feb., 1997, by: Kourosch Afra and Victor M. Hevia, who did/did not take an oath.

Notary Public - State of Florida

My Commission Expires On:

Personally Known: \_\_\_\_\_ OR Produced Identification: X  
Identification Produced: K/A, D.C.

Harvey D. Rogers  
Notary Public, State of Florida  
Commission No. CC 454897  
My Commission Expires 06/17/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

**ACCEPTANCE AS RESIDENT AGENT**

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that *Miami Sound Design, Inc.*, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named *Kourosh Afra*, as its resident agent for the Corporation which is located at: 1401 N.W. 17th. Avenue Miami, Dade County, Florida 33125, as its agent to accept service of process within this State.

Kourosh Afra  
Kourosh Afra

Title: President

Dated: 02-28-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Kourosh Afra  
Kourosh Afra

Dated: 02-28-97