

P97000025751

Thursday, March 13, 1997

Division of Corporations
P. O. Box 8327
Tallahassee, FL 32314

RE: PROLINE AUDIO, INC.

000002114960--4
-03/17/97--01066--010
*****70.00 *****70.00

Dear Sirs/Madam:

Enclosed find the Articles of Incorporation of the above named corporation and a check for \$ 70.00 for the required fees.

Please mail the Corporate Status to:

Rios, Rios, Smidhum & Co.
506 N. Armenia Avenue
Tampa, FL 33609

Sincerely,



Rios, Rios, Smidhum & Co.

FILED
97 MAR 17 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/21/97

ARTICLES OF INCORPORATION

of

PROLINE AUDIO, INC.

FILED

97 MAR 17 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, am a natural person, competent to contract and adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be:

PROLINE AUDIO, Inc.

ARTICLE II

The general powers, purposes and nature of the business to be translated, promoted or carried on by this Corporation are as follows:

A. To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bond, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds debentures, notes or other obligations of the transferrers; and to hold, or in any matter dispose of the whole or any part of the property and assets so acquired or purchased; and, to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

B. To borrow or raise money for any of its purposes without limits as to amount, and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this Corporation; and, to secure the payment of the

principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this Corporation, or of all or any of its rights or interest therein, whatsoever situated, and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this Corporation for its corporate purposes.

C. To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the above purposes, or the attainment of any one or more of the objects herein enumerated or designated; directly or indirectly, to promote the interests of this Corporation or to enhance the value of any of its property or business.

D. To carry on business at any place or places, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

E. To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the Business of this Corporation, or business of a similar nature with any person, firm corporation, private, public or municipal, body politics under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this Corporation is organized.

F. To engage in any activity of business permitted under the laws of the United States and of the State of Florida.

G. To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with the foregoing purposes and which may be calculated directly or indirectly to promote the interests of this Corporation or to enhance the value of its property.

H. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, and to do every other act or acts, thing or things.

ARTICLE III

Shares of Stock.

A. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of voting common stock, each having a One Dollar (1.00) par value. The consideration for said shares of stocks may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

B. The shares of stock to be issued by the Corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof;

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell assign, give or transfer any share of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, the right and privilege for thirty (30) days to purchase the same at a price agreed upon by such stockholder(s) and the Corporation or such nominee or in default of such agreement, at a price equal to the book value of said stock, and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than One Thousand and 00/100 Dollars (\$1,000.00)

ARTICLE V

This Corporation shall have perpetual existence and shall commence its corporate existence on filing of there articles with the Secretary of State, State of Florida.

ARTICLE VI

The principal office and mailing address of this Corporation shall be: 2504 W MLK BLVD, TAMPA FL 33607

The corporation shall have the power to relocate its principal office and to establish offices at other places within or

without the State of Florida as may be determined and deemed expedient.

The initial registered agent shall be: John Martin
The address of the initial registered agent is: 2504 W
MLK BLVD, Tampa, FL 33607

ARTICLE VII

This Corporation shall initially have Three(3) director(s). The number of Directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and street address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

John Martin - 2504 W MLK BLVD., Tampa, FL 33607
Derrick Bell - 2504 W MLK BLVD., Tampa, FL 33607
Derrick Nails - 2504 W MLK BLVD., Tampa, FL 33607

ARTICLE IX

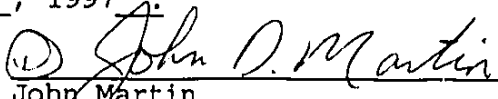
The name and street addresses of the person signing the Articles of Incorporation as a subscriber is as follows:

John Martin - 2504 W MLK BLVD., Tampa, FL 33607

ARTICLE X

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereof, unless all Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

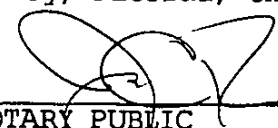
IN WITNESS THEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and that I have done same for the purpose of becoming a corporation under the said laws of the State of Florida, and I have hereunder set my hand and seal at the City of Tampa, Hillsborough County, Florida, this 13 day of March, 1997.


John Martin

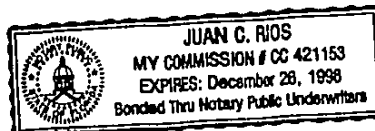
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 13 day of March, 1997, Before me personally appeared John Martin who acknowledged before me that they voluntarily executed the above and foregoing Articles of Incorporation for the purposes of becoming incorporated under the Laws of the State of Florida, under the corporate name of Proline Audio, Inc..

IN WITNESS THEREOF, I have hereunto set hand and affixed my official seal at Tampa, Hillsborough County, Florida, this 13 day of March, 1997.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



(SEAL)

FILED

97 MAR 17 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

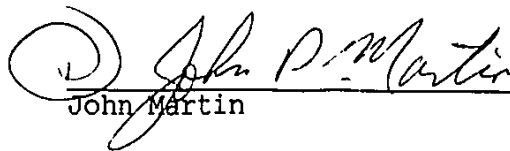
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of character 48.091, Florida Statutes, the following is submitted in compliance with said ACT.

That Proline Audio, Inc. desiring to organize under the Laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named John Martin, located at 2504 W MLK BLVD,, Tampa State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designed in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ACT relative to keeping open said office.


John Martin