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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TECNI SONIDO MIAMI, INC.
AUDIT NUMBER.....H97000006157
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**ARTICLES OF INCORPORATION
OF
TECNI SONIDO MIAMI, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

Name of Corporation

The name of the corporation is TECNI SONIDO MIAMI, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

4808 N.W. 104th Avenue
Miami, Florida 33178

ARTICLE V

Registered Office

Prepared by: Manuel A. Mesa, Esq.
1000 Brickell Ave., Suite 660
Miami, Florida 33131
FBN: 0883819 (305) 377-1055

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The initial street address of the registered office of the corporation is:

Manuel Arthur Mesa, Esq.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131

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

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel Arthur Mesa, Esq.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

The names and addresses of the initial directors are:

ENRIQUE LOPEZ REQUEJO
4808 N.W. 104th Avenue

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Miami, Florida 33178

FANNY LOPEZ
4808 N.W. 104th Avenue
Miami, Florida 33178

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE I

Incorporators

The name and address of the incorporator is as follows:

Manuel Arthur Mesa, Esq.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

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Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the

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stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7 day of April, 1997.



Manuel Arthur Mesa, Esq.

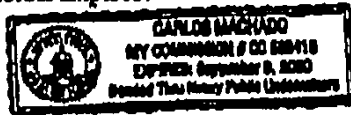
STATE OF FLORIDA)
)SS
COUNTY OF DACE)

BEFORE ME, the undersigned authority, this day personally appeared _____, and Manuel Arthur Mesa, Esq. to me known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that they executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dace County, Florida, this 7th day of April, 1997.


Notary Public
State of Florida at Large

My Commission Expires:




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**TECNISONIDO MIAMI, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Registered Agent
MANUEL A. MESA

STATE OF FLORIDA)
)ss
COUNTY OF DACE)

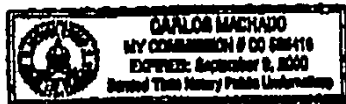
BEFORE ME, the undersigned authority, this day personally appeared Manuel Arthur Mesa, Esq., known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 2nd day of April, 1997.



Notary Public State of Florida at Large

My Commission Expires:



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