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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JIMMY C RODRIGUEZ

PHONE: (305)672-0686

Kara O'Donnel

FAX #: (305)672-9110

NAME: SOUNDBOY SYSTEMS, INC.

AUDIT NUMBER.....H97000008055

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 16, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: SOUNDBOY SYSTEMS, INC.  
REF: W97000011367

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: E97000008055  
Letter Number: 897A00026317

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## ARTICLES OF INCORPORATION

### Article I. Name

EFFECTIVE DATE

5-15-97

The name of this Florida corporation is:  
Soundboy Systems, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Soundboy Systems, Inc.  
10705 S.W. 216 Street, Bay D-222  
Miami FL 33190

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Sherrie Taylor  
12932 S.W. 133 Court, Suite A  
Miami FL 33186

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jerome Bair

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0686

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

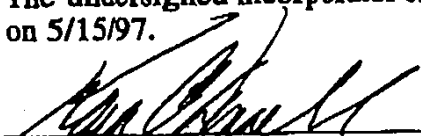
**Article VI. Incorporator**

The name and address of the incorporator is:  
Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on May 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on 5/15/97.



CORPORATE CREATIONS INTERNATIONAL INC.

Kara O'Donnell Vice President

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0886

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**


**CORPORATION:**

**Soundboy Systems, Inc.**

**REGISTERED AGENT/OFFICE:**

**Sherrie Taylor  
12932 S.W. 133 Court, Suite A  
Miami FL 33186**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Sherrie Taylor  
Kara O'Donnell, Vice President  
Kara O'Donnell as attorney-in-fact**

**Date: May 15, 1997**

**Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629  
(305) 672-0886**

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