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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TOP AUDIO, INC.

AUDIT NUMBER.....H97000010801

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BM @ 711197

(4)

H97000010801

ARTICLES OF INCORPORATION

OF

Top Audio, Inc.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: Top Audio, Inc.

The principle place of business of this corporation shall be: 18326 NW 7th Avenue
Miami, FL 33169

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or lawfull activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....(500)
Shares of common stock; having par value of:.....(\$ 1.00) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

NAME(S)

TITLE(S)

ADDRESS (ES)

Jung Sun Kim

President/
Secretary

3203 NW 203rd Street
Coral Springs, FL 33065

Sandy H. Cho, CPA
2750 NW 3rd AVE #9
Miami, FL 33127
(305) 576-4434

H97000010801

FILED
CLERK OF DISTRICT COURT
JUL 1 1997
MIAMI, FL 33134

97 JUL -1 PM 9:00

H97000010801

ARTICLES OF INCORPORATION(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)

Jung Sun Kim

ADDRESS (ES)

3203 NW 203rd Street
Coral Springs, FL 33065

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 30th day of June, 1997.

Signature(s) of incorporator(s)

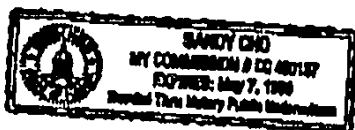
(2) [Signature]

STATE OF FLORIDA
COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of June, 1997, by Jung Sun Kim
(Name of Incorporator)

of Top Audio, Inc.

(Name of Corporation)



(SEAL)

[Signature]
Notary Public State of Florida
at large
My Commission Expires: May 7, 1999

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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 Audio, Inc.

2. The name and address of the registered agent and office is:

Jung Sun Kim

18326 NW 7th Avenue

Miami, FL 33169

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE June 30, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE June 30, 1997

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TALLAHASSEE, FLORIDA