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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 9, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PREMIER SOUND, INC.

000002292530--9

-09/15/97--01033--008

*****122.50 *****122.50

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of **PREMIER SOUND, INC.** to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles of Incorporation.

In addition, a check in the amount of \$122.50 is enclosed to represent the following fees:

Filing Fee:	\$ 35.00
Certified Fee:	\$ 52.50
Registered Agent Fee:	<u>\$ 35.00</u>
TOTAL:	\$122.50

Thank you for your cooperation and prompt attention to this matter. Should you have any questions, then please do not hesitate to contact this office.

Very truly yours,

Barry E. Hughes
BEH/tls

Enclosures

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ARTICLES OF INCORPORATION

FILED

OF
PREMIER SOUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PREMIER SOUND, INC., with its principal office located at 124 White Heron, Daytona Beach, Florida 32119.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To design, develop, experiment with, manufacture, assemble, install, repair, purchase, or otherwise acquire, sell, and in any manner deal in or with equipment, apparatus, instruments, devices, machines, articles, and commodities including radio, compact discs, cassettes, television, and wired or wireless telephone and telegraph equipment, apparatus, instruments, and devices and accessories therefor, and equipment, apparatus, instruments, and devices of all kinds for transmitting, conducting, receiving, distributing, recording, or reproducing sound, images, electrical energy or impulses, and for electromagnetic waves, variations, or impulses, radiated through space by any method or process now in use or hereafter discovered.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile

otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 124 White Heron, Daytona Beach, Florida, 32119 and the name of the registered agent of this of this corporation is Mike Kargar whose address is 124 White Heron, Daytona Beach, Florida, 32119.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

MICHAEL KARGAR

ADDRESS

P.O. BOX 1215
Port Orange, FL 32129

ARTICLE VIII

The name and address of the incorporator is:

MICHAEL KARGAR

P.O. Box 1215
Port Orange, FL 32129

ARTICLE IX

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

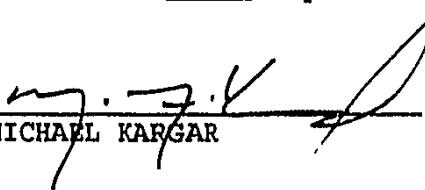
ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII

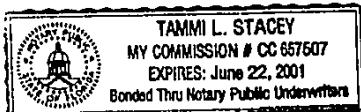
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of August, 1997.


MICHAEL KARGAR

personally appeared MICHAEL KARGAR known to me to be the person
who executed the foregoing Articles of Incorporation, and ^{97 SEP 15 PM}
acknowledged before me that he executed those Articles ^{SECRETARY OF STATE}
TALLAHASSEE, FLORIDA
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county last
aforesaid this 32 day of August, 1997.



Tammi L. Stacey
Notary Public,

My Commission Expires:

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for PREMIER SOUND, Inc., with an office at 124 White Heron, Daytona Beach, Florida, 32119 therefore to act as Registered Agent in accordance with the provisions of the said Statute. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

MICHAEL KARGAR