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Inexcess Audio & Electronics, Inc.  
16545 SW 104 Court  
Miami, Florida 33157

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

**ATTENTION: NEW FILINGS SECTION**

600002316716--0  
-10/09/97--01122--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Corporate Specialist:

Enclosed you will find my articles of incorporation and designation of registered agent along with your required filing fee of \$122.50. If you have any questions please contact me at the above address.

Sincerely,

*C Chen*

Cornel Chen

(S)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

97 OCT -9 AM 9:19

1 B REGISTER OCT 10 1997

ARTICLES OF INCORPORATION

OF

INEXCESS AUDIO & ELECTRONICS, INC.

The undersigned, acting as the incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation is INEXCESS AUDIO & ELECTRONICS, INC.

**ARTICLE II: MAILING ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is at 16545 SW 104 Court, Miami, Florida 33157.

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purposes of the Corporation is organized to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue One Hundred (100) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class.

## ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

## ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 16545 SW 104 Court, Miami, Florida 33157; and the name of the registered agent at that office is Cornel Chen.

## ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting as the initial Board of Director(s). The names and address of the initial Board of Directors of the Corporation are:

Cornel Chen  
16545 SW 104 Court  
Miami, Florida 33157

IN WITNESS WHEREOF, I, the undersigned incorporator have signed these Articles of Incorporation on this 24<sup>th</sup> day of September 1997 and acknowledge the same to be my act.

  
\_\_\_\_\_  
CORNEL CHEN, Incorporator

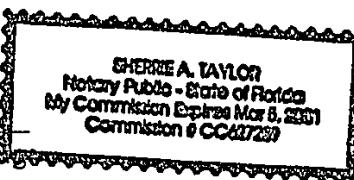
STATE OF FLORIDA      )  
                            )SS:  
COUNTY OF DADE      )

I HEREBY CERTIFY that on this 24<sup>th</sup> day of September, 1997 before me, an officer duly authorized, personally appeared, CORNEL CHEN, to me personally known and known to be the persons described in and who executed the foregoing instrument, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid this the day and year above written.

*Sherrie A. Taylor*  
(Seal)

NOTARY PUBLIC, State of Florida at Large



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 Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

First--Inexcess Audio & Electronics, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named CORNEL CHEN located at 16545 SW 104 Court, Miami, Florida 33157; County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT

Cornel Chen having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Cornel Chen  
CORNEL CHEN

FILED  
97 OCT -9 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA