



THE UNITED STATES
CORPORATION
COMPANY

P97000088874

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97 OCT 15 AM 10:44

ACCOUNT NO. : 81501A
DIVISION OF CORPORATION

REFERENCE : 565389 81501A

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : October 15, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 565389-005

CUSTOMER NO: 81501A

CUSTOMER: Mr. Howard A. Levine
LEVINE & SEGAUL, P.A.

000002320840--8

Suite A-106
4300 N. University Drive
Ft. Lauderdale, FL 33351

DOMESTIC FILING

NAME: COMPASS SPEAKERS &
ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT 15 AM 11:38
TALLAHASSEE, FLORIDA

SN OCT 15 1997

EFFECTIVE DATE
10/14/97

FILED
97 OCT 15 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

COMPASS SPEAKERS & ENTERTAINMENT, INC.

Article I - Name

The name of the corporation shall be: **COMPASS SPEAKERS & ENTERTAINMENT, INC.**

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

757 NE 17th Street
Suite 308
Fort Lauderdale, FL 33316

Article III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100**

Article IV - Registered Agent

The name and address of the registered agent is:

Levine & Segaul, P.A.
Suite A-106
4300 N. University Drive
Fort Lauderdale, FL 33351

Article V - Effective Date

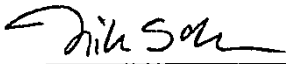
These articles of incorporation shall be effective immediately upon execution.

Article VI - Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Niklas M. Sardana, III
1315 Miami Road - Townhome "E"
Fort Lauderdale, FL 33316

The undersigned has executed these Articles of Incorporation on October 14, 1997.



Niklas M. Sardana, III

CERTIFICATE OF DESIGNATION

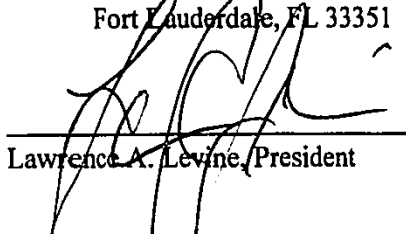
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: COMPASS SPEAKERS & ENTERTAINMENT, INC.
2. The name of the registered agent is:

Levine & Segaul, P.A.
Suite A-106
4300 N. University Drive.
Fort Lauderdale, FL 33351

Signature:


Lawrence A. Levine, President

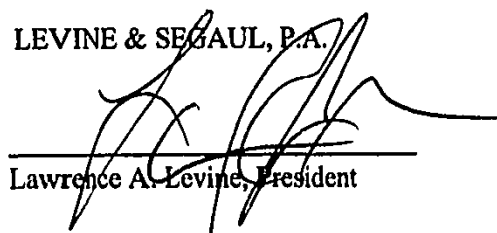
Date: October 14, 1997

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH THE AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LEVINE & SEGPAUL, P.A.

Signature:


Lawrence A. Levine, President

Date: October 14, 1997