

OCT 29 9 1 19 HI-TECH ACCOUNTING

P97000093055.1/6

10/29/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:01 AM

((H97000017976 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HI-TECH ACCOUNTING GROUP  
CONTACT: MANUEL R DEL VALLE  
PHONE: (305)477-2234

ACCT#: 072100000416

FAX #: (305)477-4177

NAME: D.J. CAR AUDIO SYSTEMS, INC.

AUDIT NUMBER.....H97000017976

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

CERT. OF STATUS...1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

115200 7E1

VT100

Online

FILED  
97 OCT 29 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight OCT 29 1997

ARTICLES OF INCORPORATION  
OF  
D.J. CAR AUDIO SYSTEMS, INC.

ARTICLE I - Name

The name of this corporation is D.J. Car Audio Systems, Inc.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is  
8215 Lake Dr., Apt. B175      Miami, FL 33166      and the name of the initial registered  
agent of this corporation at that address is Jaime Lopez.

FILED  
97 OCT 29 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI - Initial Board of Directors**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Marleny Montealegre  
Calle 127C, #2928, Apt. 304  
Bogotá, Colombia

Jaime López  
8215 Lake Dr., Apt. B175  
Miami, FL 33166

Hans Agredo  
Ave. 30, #64A89  
Bogotá, Colombia

All of the said directors are of full age.

**ARTICLE VII - Initial Officers**

The names and addresses of the officers are as follows:

**PRESIDENT:** Marleny Montealegre  
Calle 127C, #2928, Apt. 304  
Bogotá, Colombia

**TREASURER:** Hans Agredo  
Ave. 30, #64A89  
Bogotá, Colombia

**SECRETARY:** Jaime López  
8215 Lake Dr., Apt. B175  
Miami, FL 33166

H97000017976

ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Marleny Montealegre  
Calle 127C, #2928, Apt 304  
Bogotá, Colombia

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
Marleny Montealegre	Calle 127C, #2928, Apt. 304 Bogotá, Colombia	340 Shares \$340.00
Jaime López	8215 Lake Dr., Apt. B175 Miami, FL 33166	330 Shares \$330.00
Hans Agredo	Ave. 30, #64A89 Bogotá, Colombia	330 Shares \$330.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

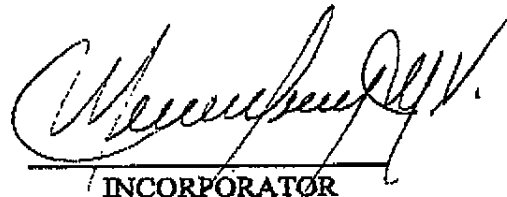
The principal place of business or mailing address of this corporation is

8267 N.W. 66th St.  
Miami, FL 33166

ARTICLE XIII - Register Agent Acceptance

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 status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of October, 1997.

  
INCORPORATOR  
REGISTERED AGENT

FILED  
97 OCT 29 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000017976