

Charter Number Only

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97 NOV 25 PM 1:44  
TREASURY STATE  
TOLLS

VALIDATION ONLY

900002353809--4  
-11/21/97--01015--020  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Miami Pro Audio and Equipment, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

RECEIVED  
97 NOV 21 AM 10:31  
DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

Certified Copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K. Rolfe NOV 25 1997

W97-26348  
K. Rolfe NOV 21 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 21, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: MIAMI PRO AUDIO AND EQUIPMENT, INC.  
Ref. Number: W97000026348

We have received your document for MIAMI PRO AUDIO AND EQUIPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 197A00055966

RECEIVED  
97 NOV 25 AM 10:29  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION OF**  
**MIAMI PRO AUDIO AND EQUIPMENT, INC.**

FILED  
97 NOV 25 PM 1:44  
SECRET  
DEPARTMENT OF STATE  
WASHINGTON, D.C. 20520

THE UNDERSIGNED, for the purpose of forming a Corporation under the FLORIDA GENERAL CORPORATION ACT and the laws of the State of Florida, have executed the following document as incorporator of the above named Corporation, and all rights, duties, and obligations of the undersigned as Incorporator, as well as those of the Corporation, are to be determined in accordance with the Laws of the State of Florida.

**ARTICLE I**

**NAME & principal Address**

The Corporation's name shall be: **MIAMI PRO AUDIO AND EQUIPMENT, INC.** 4048 S.W. 94 AVE., Miami, Fl. 33165

**ARTICLE II**

**DURATION**

This Corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and the Corporation's term of existence is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose of this Corporation and general nature of the business to be transacted and carried on by the Corporation is as follows:

1. Transaction of all lawful business for which corporations may be incorporated under the laws of the State of Florida.

2. This Corporation shall also have the power:

To have perpetual succession by its Corporate name;

To sue and be sued, to complain, and to defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use said seal by affixing it, or its facsimile on corporate documents;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

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

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, to issue 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;

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;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida law within or outside of this State;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with Florida law;

To make donations for the public welfare;

To transact any lawful business that the Board of Directors deems to be in furtherance of governmental policy;

To establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its directors, officers, and employees, and for any or all of the directors, officers, and employees of its subsidiaries;

To have and exercise all powers necessary to effect any and all lawful business for which corporations may operate under Florida law;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014;

#### **ARTICLE IV** **CAPITAL STOCK**

The maximum number of shares that the Corporation has the authority to issue is one-hundred shares (100) all of which shall

be common shares, unless otherwise stated in an amendment to these Articles, with a par value of one-dollar (\$1.00) per share.

**ARTICLE V**  
**REGISTERED OFFICE**

The address of the registered office and the name of the registered agent shall be: **ANTHONY MUNNET, 8567 Coral Way, Unit 185 Miami, FL 33155.**

The attached Designation and Acceptance of Registered Agent is hereby incorporated by reference in its entirety.

**ARTICLE VI**  
**PRE-EMPTIVE RIGHTS**

The shareholders shall have pre-emptive rights.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of:  
Antonio Munnet, 8567 Coral Way, Unit 185, Miami, FL 33155  
Carlos Ochoa, 7691 N.W. 179th Street, Miami Lakes, FL 33015-6146  
Nestor Prieto, 246 N.E. 33rd Street, Unit 6, Miami, FL 33137

**ARTICLE VIII**  
**OFFICERS**

The names, addresses, and titles of the officers of the Corporation shall be:

<b>OFFICERS &amp; incorporator</b>	<b>TITLE</b>
Antonio Munnet 8567 Coral Way Unit 185 Miami, FL 33155	President, Treasurer
Carlos R. Ochoa 7691 N.W. 179th Street Miami Lakes, FL 33015-6146	Secretary
Nestor Prieto 246 N.E. 33rd Street Unit 6 Miami, FL 33137	Vice-President

The name and address of the incorporator  
is Carlos Ochoa at 7691 N.W. 179 St, Miami  
lakes, Fl. 33015-6146

IN WITNESS WHEREOF, Carlos R. Ochoa, the undersigned  
Incorporator has executed these Articles of Incorporation, under  
oath, this 19th day of November, 1997.

Carlos R Ochoa  
CARLOS R. OCHOA  
Incorporator

STATE OF FLORIDA)

)

COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements  
in the State of Florida, County of Dade as set forth above,  
personally appeared CARLOS R. OCHOA, known to me as the person  
described as the Incorporator, or whom produced FLORIDA Driver's License as  
identification, and who has voluntarily executed the foregoing  
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal in the County of Dade, State of Florida, this 19th  
of November, 1997.

[Signature]  
NOTARY PUBLIC, State of Florida

My Commission Expires

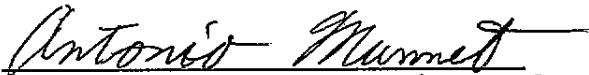


Olga Sotolongo  
MY COMMISSION # CC607402 EXPIRES  
February 6, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

I, **ANTONIO MUNNET**, do hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent of **MIAMI PRO AUDIO AND EQUIPMENT, INC.**

By my signature affixed hereto I am acknowledging acceptance of the duties and responsibilities of Registered Agent for **MIAMI PRO AUDIO AND EQUIPMENT, INC.**, a Florida Corporation.

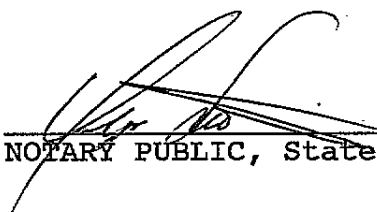
  
**ANTONIO MUNNET**, as Registered  
Agent of Miami Pro Audio and  
Equipment

**STATE OF FLORIDA)**

)

**COUNTY OF DADE )**

**SWORN TO AND SUBSCRIBED** before me, under oath, on this 19 day of November 1997, by **ANTONIO MUNNET**, who is personally known to me, or who produced Florida Driver's License as identification, and who personally executed this acceptance of designation of Registered Agent for C & A International, Inc., which is attached to said corporation's Articles of Incorporation, and incorporated by reference in its entirety.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

**My Commission Expires:**



**Olga Sotolongo**  
MY COMMISSION # CC607402 EXPIRES  
February 6, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

97 NOV 25 PM 1:44  
SECRET TO STATE  
TALLAHASSEE, FLORIDA

FILED