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Justo Betancourt
 MEGASOUND, U.S.A., INC.
 2255 West 10th Court
 Hialeah, Florida 33010

City/State/Zip Phone #

400002405084--7
 01/20/98-01095-021
 ***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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RECEIVED
FLORIDA
CORPORATION
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FILED
SECRETARY OF STATE
FLORIDA
CORPORATION
COMMISSION

ARTICLES OF INCORPORATION
OF MEGASOUND, U.S.A., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is :

MEGASOUND, U.S.A., INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be :

a) To be engaged in the business of manufacturing and distribution of cabinets for speakers.

b) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

c) In general, to engage in any business in which a natural person is allowed to do and which is not contrary to the Laws of the State of Florida or the United States of America.

ARTICLE III. CAPITAL STOCK

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

50 (Fifty) Shares of Common Stock No Par Value

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the

directors at a meeting called for such purpose.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin is not less than :

\$ 1,000.00 (ONE THOUSAND DOLLARS)

ARTICLE V. TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLES VI. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The initial post office address of this corporation in the State of Florida is : 2255 West 10th Court, Hialeah, Florida 33010

The Board of Directors may from time to time move the principal office to any other address in Florida.

The name and post office address of the REGISTERED AGENT of the corporation is : Justo Betancourt
2255 West 10th Court, Hialeah, Florida 33010

ARTICLE VII. DIRECTORS

This corporation shall have TWO director(s) INITIALLY.

The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the by-laws, but shall never be less than ONE.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors are :

Justo Betancourt, residing at 19826 W Lake DR. Miami

Olivar Herrera, residing at 6090 W 18 Avenue # 138, Hialeah, Fla 33012

ARTICLES IX. SUBSCRIBERS

The name and post office address of each subscribers of these Articles of Incorporation are :

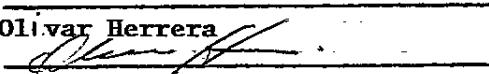
Justo Bettancourt, residing at 19826 W Lake DR Miami, FL
Olivar Herrera, residing at 6090 18 Avenue # 138, Hialeah, Florida 33012

ARTICLE X. 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.

IN WITNESS WHEREOF, the parties have made and subscribed to these Articles of Incorporation at Hialeah, County of Miami-Dade, State of Florida, for the uses and purposes aforesaid, this 14th day of January, 1998.


Justo Bettancourt.

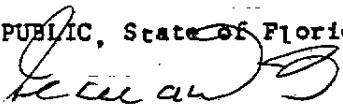

Olivar Herrera

STATE OF FLORIDA)
: S.S.
COUNTY OF DADE)

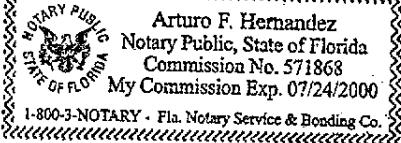
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in this State and County named above to take acknowledgments, personally appeared : Justo Bettancourt and Olivar Herrera
to me know to be the persons described as subscribers in and who executed these foregoing Articles of Incorporation.

WITNESS may hand and seal in the County and State named above, this
14th day of January, 1998.

NOTARY PUBLIC, State of Florida at large.


Arturo F. Hernandez

Notary Public, State of Florida
Commission No. 571868
My Commission Exp. 07/24/2000



FILED
REGISTRY OF STATE
AGENCY OF CORPORATIONS

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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 said Act :

FIRST. - That MEGASOUND, U.S.A., INC.

Desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Hialeah, County of Dade, State of Florida has named :

Justo Betancourt
located at 2255 West 10th Court, Hialeah, Florida 33010

as its REGISTERED AGENT to accept service of process within this State.

ACKNOWLEDGMENT :

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


Justo Betancourt