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WALTER G. WOODS, CHARTERED

ATTORNEY AT LAW

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JENSEN BEACH, FLORIDA 34957

WALTER G. WOODS
BOARD CERTIFIED REAL ESTATE LAWYER

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Janaury 22, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002410396--6
-01/23/98--01080--016
****122.50 ****122.50

Re: Mingace Custom Sound, Inc.

Gentlemen:

Please find enclosed an original and one copy of a proposed Charter for the above corporation.

I also enclose my check payable to your order in the amount of \$122.50 to cover the cost of filing for a domestic corporation, a corporation for profit, all amendments, a certificate of Registered Agent and the cost of a certified copy of the Charter. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this corporation and sending me a duly certified copy of each corporation. If this name is not available, please call me at (561) 334-0108, collect.

Thank you for your prompt attention to this matter.

Sincerely,


Walter G. Woods

WGW/aw
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2-25-98
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ARTICLES OF INCORPORATION
OF
MINGACE CUSTOM SOUND, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

MINGACE CUSTOM SOUND, INC.

ARTICLE II - NATURE

The general character or nature of the business to be transacted by this Corporation is:

A. Sound and video systems, home theater, electronics, sales and services, and all related services.

B. To sell either retail or wholesale or other related articles of any nature whatsoever.

C. To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other

structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, and any right or interest therein.

D. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness as required.

F. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

H. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

I. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

J. To engage in any and all lawful businesses, trades, occupations and professions.

K. To do any or all the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or act above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference for the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

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 the par value of ONE (\$1.00) DOLLAR.

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 - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 10812 S. Federal Highway, Port St. Lucie, Florida 34952. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have one (1) director initially. The Board of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS/INCORPORATORS

The name and street address of the first Board of

Directors/Incorporators who shall hold office until successors are elected and have qualified, is as follows:

David J. Mingace
2197 Sunflower Street
Port St. Lucie, FL 34952

ARTICLE IX - EFFECTIVE DATE

The Articles of Incorporation shall be effective upon approval of the Secretary of State.

ARTICLE X - AMENDMENT

The 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 stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

DAVID J. MINGACE, of 2197 Sunflower Street, Port St. Lucie, FL 34952, is hereby appointed as Registered Agent for this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of January, 1998.


DAVID J. MINGACE

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 22nd day of January,
1998.

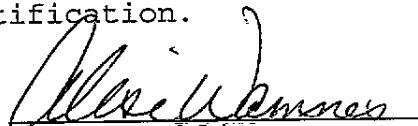

DAVID J. MINGACE

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged
before me this 22nd day of January, 1998, by David J. Mingace,
[] who is/are personally known to me, [] who has/have produced
DRIVERS License as identification.



ALISE WAMNES
My Commission CC498375
Expires Sep. 27, 1999


Notary Public
My Commission Expires:

ACCEPTANCE

I, DAVID J. MINGACE, state that I am a permanent resident of
St. Lucie County, Florida, residing at 2197 Sunflower Street, Port
St. Lucie, FL, 34952. I hereby accept the foregoing designation as
Registered Agent, and I am familiar with and accept the duties and
responsibilities for the said corporation.


DAVID J. MINGACE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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