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1/28/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000001901 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: AUDIO CONCEPT FREIGHT INC.

AUDIT NUMBER.....H98000001901

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JAN 29 1998

ARTICLES OF INCORPORATION
OF

AUDIO CONCEPT FREIGHT INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AUDIO CONCEPT FREIGHT INC.

The principal place of business of this corporation shall be:

14161 SW 121 PL. MIAMI, FL 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 SHARES AT \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JEAN PAUL GASPARD
14161 SW 121 PL.
MIAMI, FL 33186

HENRI GASPARD
14161 SW 121 PL.
MIAMI, FL 33186

Prepared By: MASSIMO SANTUCCI
2790 NW 121 PL.
MIAMI, FL 33122 (305) 593-6994

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

MASSIMO SANTUCCI
2790 NW 79 AVE.
MIAMI, FL 33122

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28th day of JANUARY, 1997.

Signature(s) of Incorporator(s)

Massimo Santucci

H98000001901

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

AUDIO CONCEPT FREIGHT INC.

2. The name and address of the registered agent and office is:

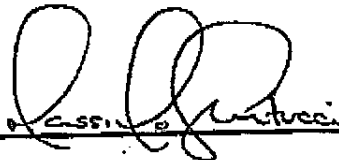
MASSIMO SANTUCCI, 14161 SW 121 PL.

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33186

(CITY/STATE/ZIP)

SIGNATURE



TITLE Incorporator / Registered Agent.

DATE 1/28/98

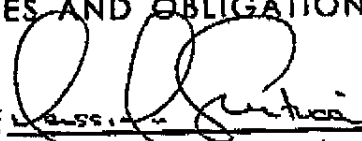
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

1/28/98