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ACCOUNT NO. : 072100000032  
REFERENCE : 637399 119158A  
AUTHORIZATION : Patricia Pizito  
COST LIMIT : \$ 70.00

FILE  
2ND

ORDER DATE : December 16, 1997  
ORDER TIME : 11:57 AM  
ORDER NO. : 637399-015  
CUSTOMER NO: 119158A  
CUSTOMER: Ms. Leticia Murillo  
NODAR & COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 AM 10:45

Suite 820  
6100 Wilshire Boulevard  
Los Angeles, CA 90048

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RECEIVED  
98 FEB -5 PM 1:20  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: D.A.S. AUDIO OF AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips  
EXAMINER'S INITIALS:

*[Handwritten Signature]*  
2/6/98

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 AM 10:45

ARTICLES OF INCORPORATION  
OF  
D.A.S. AUDIO OF AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

D.A.S. AUDIO OF AMERICA, INC.

The address of the principal office of this corporation shall be 6970 West 50th Street, Miami, Florida, 33136 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having \$100.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Juan Alderola Calabuig Dir.	46988 Paterna Valencia, Spain
Roberto Ginla Dir.	46988 Paterna Valencia, Spain
Jose Manuel Gamon Dir.	46988 Paterna Valencia, Spain
Manuel Perries Dir.	46988 Paterna Valencia, Spain

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 3, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar