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4/23/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: MIAMI AUDIO CONCEPTS, INC.

AUDIT NUMBER.....H98000007692

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

APR 23 1998

ARTICLES OF INCORPORATION  
OF

MIAMI AUDIO CONCEPTS, 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:

MIAMI AUDIO CONCEPTS, INC.

The principal place of business of this corporation shall be:

12752 SW 88 St., Miami, Florida 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

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):

GERARD SAMAROO/PRES.- 12752 SW 88 St. Miami, Fl. 33186- 50% shares

GLEN DAVIS/VICE PRES.- 12752 SW 88 St. Miami, Fl. 33186 - 50% shares

Prepared By: FAST CORP. AGENTS  
MICHAEL I. SANTUCCI,  
5201 NW 74 Ave.  
Miami, Fl. 33166  
(800) 714-6191

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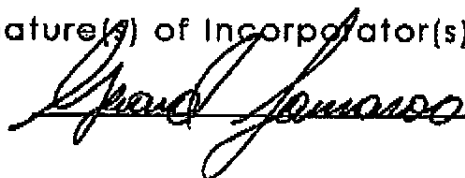
ARTICLE VI INCORPORATOR(S)

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

GERARD SAMAROO 12752 SW 88 St., Miami, Fl. 33186

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 22nd day of APRIL, 1998.

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_

H98000007692

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE 98 APR 23 PM 3:32

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation:

MIAMI AUDIO CONCEPTS, INC.

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

GERARD SAMAROO 12752 SW 88 St.

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33186

(CITY/STATE/ZIP)

SIGNATURE



TITLE

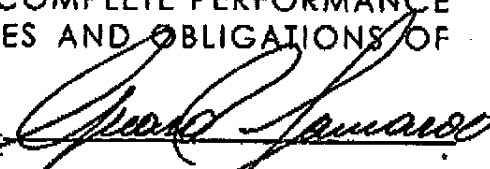
DIRECTOR

DATE

04/22/98

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

04/22/98