

**BLAINE H. HIBBERD, P.A.**

ATTORNEY AT LAW  
320 SOUTHEAST 9TH STREET  
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TELEPHONE: 954-768-0070 FACSIMILE: 954-768-0778

May 28, 1998

P98000049074

Department of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

200002540592--7  
-05/29/98-01044-002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Soundset USA, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles and return the certified copy to me with the filing confirmation letter at the mailing address below:

Blaine H. Hibberd, Esq.  
Blaine H. Hibberd, P.A.  
320 Southeast 9th Street  
Ft. Lauderdale, Florida 33316

I have enclosed a check in the amount of \$122.50 representing the costs of filing the Articles of Incorporation, registered agent designation and certified copy. The effective date of the corporation is designated in the Articles as May 25, 1998.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at the above number.

Sincerely,



Blaine H. Hibberd  
For the firm

EFFECTIVE DATE  
5-25-98

**FILED**  
98 MAY 29 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bmo  
6/2/98

**ARTICLES OF INCORPORATION  
OF  
SOUNDSET USA, INC.**

**FILED**

98 MAY 29 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a business corporation under the Florida Business Corporation Act, hereby adopts and files the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Soundset USA, Inc.

**EFFECTIVE DATE**  
5-25-98

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is ten thousand (10,000) shares with a par value of (\$.01). All such shares shall be of a single class, designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

**ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any director, officer, agent, employee or fiduciary who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative,

or otherwise, including an action, suit or proceeding by or in the right of the corporation. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation.

#### **ARTICLE X**

The initial registered agent of the corporation is Blaine H. Hibberd, Esq. The street address of the corporation's initial registered office is:

Blaine H. Hibberd, P.A.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316.

#### **ARTICLE XI**

The principal place of business and mailing address of this corporation shall be:

Soundset USA, Inc.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316

## ARTICLE XII

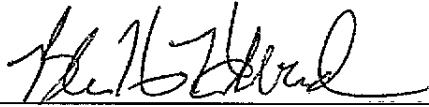
The name and address of the incorporator to these Article of Incorporation is

Blaine H. Hibberd, Esq.  
Blaine H. Hibberd, P.A.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316

## ARTICLE XIII

The effective date of the corporation shall be May 25, 1998.

The undersigned incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of May, 1998.

A handwritten signature in black ink, appearing to read 'Blaine H. Hibberd', is written over a horizontal line.

Blaine H. Hibberd, Esq., Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Soundset USA, Inc.

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

Blaine H. Hibberd, Esq.  
Blaine H. Hibberd, P.A.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316

FILED  
98 MAY 29 AM 10:23  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Blaine H. Hibberd 5/28/98  
Blaine H. Hibberd, Esq., Incorporator / Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Blaine H. Hibberd  
Blaine H. Hibberd, Esq.  
Date: 5/28/98