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7/20/98

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  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MARIO'S AUDIO, INC.

AUDIT NUMBER.....H98000013401

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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EFFECTIVE DATE  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Mario's Audio, Inc.

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be Mario's Audio, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution of these articles.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

4427 SW Highway 17  
Nocatee, FL 34268

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is

8405 NW 53 Street - Suite A205  
Miami, FL 33166

and the name of the initial registered agent at that address is:

Frank Rosillo

Prepared By: Rosillo & Associates, CPA  
8405 NW 53 Street, Suite A-205  
Miami, FL 33166  
(305) 477-5671

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is: Marwan Nafal, 4427 SW Highway 17, Nocatee, FL 34268.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles of incorporation is:

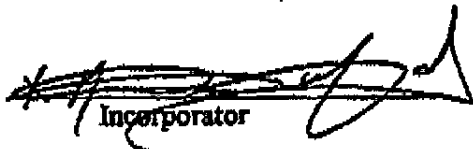
Marwan Nafal  
4427 SW Highway 17  
Nocatee, FL 34268

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness hereof, the undersigned subscriber has executed these articles of incorporation on this

16 day of July 1998

  
Incorporator

H98000013401

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY  
BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that Mario's Audio, Inc., desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named Frank Rosillo, as its agent to accept service of process within this state, whose address is:

8405 NW 53 Street - Suite A205  
Miami, FL 33166

**ACKNOWLEDGMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
\_\_\_\_\_  
Frank Rosillo

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TALLAHASSEE, FLORIDA

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