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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: SURROUND TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000013543

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

CERT. OF STATUS..1

PAGES..... 3

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SURROUND TECHNOLOGIES, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Surround Technology, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

286 NW 85 Place
Miami, FL 33126

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel E. Rizo- Patron
286 NW 85 Place
Miami, FL 33126

PREPARED BY: DOMINGO ALONSO
250 Valencia Ave.
Coral Gables, Fl. 33134
(305) 448-3898

**ARTICLES OF INCORPORATION
PAGE TWO**

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Daniel E. Rizo- Patron
286 NW 85 Place
Miami, FL 33126

ARTICLE VIII - PREEMPTIVE RIGHTS


Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Daniel E. Rizo- Patron
286 NW 85 Place
Miami, FL 33126

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Daniel E. Rizo - Patron
State of Florida

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TALLAHASSEE, FLORIDA

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The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

Daniel E. Rizo

Daniel e E. Rizo - Patron

STATE OF FLORIDA)
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments personally appeared,

Mr. Daniel Rizo-Patron

to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *21st* day of *July*, 1998

[Signature]

NOTARY PUBLIC, State of Florida

My commission expires:



OFFICIAL SEAL

Peter P. Alonso

CC# 726630

My Comm. Expires March 22, 2002