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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BANG-BANG AUDIO, INC.

AUDIT NUMBER.....H98000016868.

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF

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BANG-BANG AUDIO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: BANG-BANG AUDIO, INC.

The principal place of business of this corporation shall be:

6331 SW 153 CT. RD
MIAMI, FL 33193

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 par value that this corporation is authorized to have outstanding at any one time is:

500 SHARES @ \$1 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):

Prepared by:
Julio E. Fernandez, CPA.
2801 Ponce de Leon Blvd., 1000
Coral Gables, FL 33134-6919
(305) 445-0777

JORGE E. BOUZA
6331 SW 153 CT. RD
MIAMI, FL 33193

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ARTICLE VI INCORPORATOR(S)

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

JORGE E. BOUZA
6331 SW 153 CT. RD
MIAMI, FL 33193

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 9th day of September, 1998.

Signature(s) of incorporator(s)


JORGE E. BOUZA

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this
_____ day of _____, 19____ by _____
(name of incorporator(s))
of _____
(name of corporation)

Notary Public

(SEAL)

My Commission Expires: .

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the corporation is:

BANG-BANG AUDIO, INC.

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

JORGE E. BOUZA

6331 SW 153 CT. RD

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33193

(CITY/STATE/ZIP)

SIGNATURE X JEB

(Corporate Officer) JORGE E. BOUZA

TITLE PRESIDENT

DATE 9/9/98

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE X JEB

(Registered Agent) JORGE E. BOUZA

DATE 9/9/98

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