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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/23/98--01032--012
*****78.75 *****78.75

SUBJECT: Professional Audio Repair, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy

☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael C. Jay
Name (Printed or typed)
5901 Stafford Rd.
Address
Plant City, FL 33565
City, State & Zip
(813) 982-0492
Daytime Telephone number

FILED
98 NOV 23 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMC
11-25-98

NOTE: Please provide the original and one copy of the articles.

FILED

98 NOV 23 AM 9:23

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFESSIONAL AUDIO REPAIR, INCORPORATED

ARTICLE I

NAME

The name of the Corporation is PROFESSIONAL AUDIO REPAIR, INCORPORATED hereinafter referred to in this document as "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street addresses of the initial principal place of business of the Corporation is 5901 Stafford Road, Plant City, Florida 33565 and the name of the initial Registered Agent of this Corporation is MICHAEL COLLINS JAY, whose address is 5901 Stafford Road, Plant City, Florida 33565.

ARTICLE IV

PURPOSES

The general nature of the business or business to be transacted by this Corporation, and the objects or purposed to be transacted, promoted, or carried on are:

To perform all matter of activities and business pertaining to the audio repair, maintenance and sales business.

To enter into, assume and carry out contracts in the performance of such business, and engage in the transaction of any other lawful corporate business for profit.

ARTICLE V

POWERS

The Corporation is empowered:

a. To buy, own, sell, convey, assign, mortgage, rent, maintain, improve or lease any interest in real estate and/or personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.

b. To sell, buy, repair, maintain, and lease all required materials and equipment and procure and/or secure the professional services and labor necessary to accomplish said objectives.

c. To borrow money, and issue evidence of indebtedness in furtherance of any or all of the objectives of its business and to secure the same with mortgage, pledge, or other lien on the Corporation's property, or without security.

d. To carry out all or any part of the foregoing objectives as principal, factor, agent, contractor, or otherwise, either alone or in connection with any person, firm, association or corporation.

f. To sell service contracts to accomplish objectives stated in Article IV hereof.

g. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the Corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and in that connection, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not

such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE VI

STOCK

The Corporation shall have the authority to issue 20 (twenty) shares of common stock, with a par value of \$100.00 (one hundred) dollars per share. No preemptive rights, special or preferred classes of stock are hereby created or authorized.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, contracts, patents, leases or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefore, shall thereupon and thereby become and be paid for in cash at par, and shall be nonassessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE VII

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of two directors. The names and addresses of the persons who shall serve as initial Directors until their successors are duly qualified are as follows:

NAME	ADDRESS
MICHAEL COLLINS JAY	5901 Stafford Road Plant City, Florida 33565
MELISSA RAE JAY	5901 Stafford Road Plant City, Florida 33565

ARTICLE VIII

OFFICERS

The business of this Corporation shall be conducted by a President, and a Secretary/Treasurer, and by a Board of Directors consisting of not less than two members. Any Officer may be a Director and hold more than one office at any time. Each Officer and Director named herein shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the Stockholders may, at a regular or special meeting, remove any Officer or Director with or without cause. The duties and powers and functions of the Officers and Board of Directors shall be as usually devolve upon such offices and directors, unless otherwise provided by the By-laws.

The names, address and title of office held by each Officer of the Corporation are as follows:

TITLE/NAME

ADDRESS

PRESIDENT

MELISSA RAE JAY

5901 Stafford Road
Plant City, Florida 33565

SECRETARY/TREASURER

MICHAEL COLLINS JAY

5901 Stafford Road
Plant City, Florida 33565

ARTICLE IX

BY-LAWS

By-laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any Directors, at a regular or special business meeting of the Board of Directors at which a majority vote is required, at such meeting properly called and noticed as provided in the By-laws. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him before the same shall become effective.

ARTICLE XI

SPECIAL PROVISIONS

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any Director(s) of this Corporation who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not interested.

ARTICLE XII

INCORPORATORS

The Incorporator of PROFESSIONAL AUDIO REPAIR, INCORPORATED, are as follows:

NAME

ADDRESS

MICHAEL COLLINS JAY 5901 Stafford Road
Plant City, Florida 33565

Signed by the Incorporator this 17th day of November,
1998.


MICHAEL COLLINS JAY

STATE OF FLORIDA

*

*

SS.


COUNTY OF HILLSBOROUGH

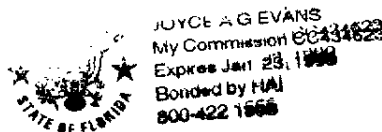
*

I HEREBY CERTIFY that before me this day, personally
appeared MICHAEL COLLINS JAY, to me personally known or who
produced N/A as identification, and is known
to me to be the individual described in and who executed the
foregoing Articles of Incorporation and acknowledged before
me that they executed the same for the purposes therein
expressed.

WITNESS my hand and official seal in the County and
State named above this 17th day of November, 1998.

FORM OF I.D.


NOTARY PUBLIC - JOYCE A. G. EVANS
Commission No.: CC 434623
My Commission Expires:



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CERTIFICATE OF DESIGNATION

The initial Registered Agent of PROFESSIONAL AUDIO REPAIR, INCORPORATED is hereby designated:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL COLLINS JAY
5901 Stafford Road
Plant City, Florida 33565

This certificate shall constitute an acceptance of the appointment as registered agent simultaneous with designation pursuant to Florida Statute 607.034 (3).


INCORPORATOR


REGISTERED AGENT

STATE OF FLORIDA

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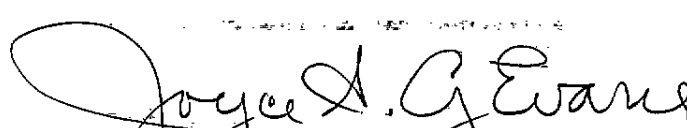
SS

*

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared, MICHAEL COLLINS JAY, incorporator and Registered Agent of PROFESSIONAL AUDIO REPAIR, INCORPORATED, to me known or who produced personally known identification and is known to me to be the person described in and who executed the foregoing Certificate of Designation.

WITNESS my hand and official seal in the County and State named above this 17th day of November, 1998


NOTARY PUBLIC - JOYCE A. G. EVANS
Commission No.: CC 434623
My Commission Expires:

JOYCE A. G. EVANS
My Commission CC434623
Expires Jan 23, 1999
Bonded by HAI
SUN-623 1000

