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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOUND WAREHOUSE, INC.

AUDIT NUMBER.....H98000022916

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12/98

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ARTICLES OF INCORPORATION OF
Sound Warehouse, Inc.

FILED

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name. The name of the corporation is
Sound Warehouse, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive 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 already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David Hernandez
210 University Dr. #502
Coral Springs, FL 33071
954-346-7288

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ARTICLE VII. Initial Registered Principal Office and Agent. The street address of the initial registered office of this corporation is: 18000 NW 27th Avenue, Miami, Florida 33056 and the name of the initial registered agent of this Corporation at that address is Majid Sharifi.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Majid Sharifi
18000 NW 27th Avenue
Miami, Florida 33056

ARTICLE IX. Officers. The initial officers of the corporation will be: Majid Sharifi/President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Majid Sharifi
18000 27th Avenue
Miami, Florida 33056

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 18000 NW 27th Avenue, Miami, Florida, 33056.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 4th day of
December 1998.

Pamela S. [Signature] (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Majid Sharifi known to be and known by me
to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 4th day of
December 1998.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Majid Sharifi, do hereby consent to serve as
registered agent for the Corporation, Sound Warehouse,
Inc. this 4th day of December, 1998.


Majid Sharifi

Address of registered agent:

18000 NW 27th Avenue
Miami, Florida 33056

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TALLAHASSEE, FLORIDA

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