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99 FEB -5 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 3, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002766391--2
-02/05/99-01074-023
****131.25 *****87.50


SUBJECT: CRITERIA AUDIO, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 covering the filing fee, certified copy and certificate of good standing fees. If you have any questions, please feel free to contact me at the above address and phone.

Thank you in advance for your cooperation in this matter.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

P. Hall

FEB - 9 1999

(3)

ARTICLES OF INCORPORATION
OF

CRITERIA AUDIO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is CRITERIA AUDIO, INC.

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 1755 N.E. 149th Street, Miami, Florida 33181.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1900 Corporate Boulevard, N.W., Suite 301W, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Gary M. Krasna.

ARTICLE VI

The corporation is formed to engage in any activity permitted under the laws of the State of Florida.

ARTICLE VII

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

Name
Gary M. Krasna

Address
1900 Corporate Boulevard, N.W.,
Suite 301W
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of February, 1999.


Name: Gary M. Krasna

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CRITERIA AUDIO, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Gary M. Krasna

Date: February 4, 1999