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#### FLORIDA PROFIT CORPORATION OR P.A.

J & D AUDIO, INC.

Certificate of Status	0
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# ARTICLES OF INCORPORATION OF J & D AUDIO, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of this corporation is J & D AUDIO, INC.

### ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE III - PURPOSE

The general nature and purpose of the business to be transacted by this Corporation is:

a) to buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including stock in any corporation, and to sell and convey, money either upon or without security.

b) to include the transaction of any lawful business for which corporation may be incorporate under the General Corporation Act of Florida.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock at a par value of ONE dollar (\$1.00) a share.

#### ARTICLE V - REGISTERED AGENT

The Initial registered agent for this corporation is: RICHARD M. FERNANDEZ, ESQ., 11077 BISCAYNE BOULEVARD, PENTHOUSE SUITE, MIAMI, FL 33161.

#### ARTICLE VI - DIRECTORS

This corporation shall name as directors:

DIANA DAVILA, 1967 NE 149TH STREET, NORTH MIAMI, FL 33181.

Document Prepared By: Richard M. Fernandez, Esq. 11077 Biscayne Blvd., PH Suite Mlami, FL 33161 (305) 893-7040 FL Bar # 0340693 99 JUN 17 PH 3: 27 SECRETARY OF STATE TALL AHASSEE, FLORIDA

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The business of the corporation shall be managed by the shareholders.

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is: DIANA DAVILA, 1967 NE 149th Street, North Miami, FL 33181.

#### ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation will be located at: 1967 NE 149th Street, North Miami, FL 33181.	
Dated on this <u>light</u> day of <u>June</u> , 1999	
DIANA DAVILA, Incorporator	
STATE OF FLORIDA)	
COUNTY OF DADE )	
The foregoing instrument was acknowledged before me on this 14 day of 1999 by:	
My commission expires:  Takalne Brown  NOTARY PUBLIC	
Personally Known or Type of Identification Produced CC686107	

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

RICHARD M. FERNANDEZ, ESQ.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That J & D AUDIO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1967 NE 149th Street, North Miami, FL 33181. has named RICHARD M. FERNANDEZ, ESQ., located at 11077 BISCAYNE BOULEVARD, PENTHOUSE SUITE, MIAMI, FL 33181, as its agent to

Having been named to accept service of process for the above? - named Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

RICHARD M. FERNANDEZ, ESQ. Registered Agent

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