



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 JUL 30 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 325324 11654A

AUTHORIZATION :

Patricia Pizzuto

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ORDER DATE : July 30, 1999

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CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
HOLTZMAN KRINZMAN EQUELS &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: Y ARriba Y ARriba
SOUND.VISION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

DN
7/30/99

RECEIVED
99 JUL 30 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Y ARRIBA Y ARRIBA SOUND.VISION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Y ARRIBA Y ARRIBA SOUND.VISION, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Y ARRIBA Y ARRIBA SOUND.VISION, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

Post Office Box 561126
Miami, FL 33256-1125

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Barry J. Gibbons	Post Office Box 561126 Miami, Florida 33256-1125
Jose Cachaldora	Post Office Box 561126 Miami, Florida 33256-1125
David Klein	Post Office Box 561126 Miami, Florida 33256-1125
Patrick McBride	Post Office Box 561126 Miami, Florida 33256-1125
Jorge Currais	Post Office Box 561126 Miami, Florida 33256-1125
Alex Cachaldora	Post Office Box 561126 Miami, Florida 33256-1125

ARTICLE VIII. INITIAL OFFICERS

The names and titles of the initial officers are:

<u>Name</u>	<u>Title</u>
Barry J. Gibbons	President and Chief Executive Officer
Jose Cachaldora	Vice President

David Klein	Vice President and Secretary
Patrick McBride	Vice President
Jorge Currais	Vice President
Alex Cachaldora	Chief Financial Officer

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur J. Furia, Esq.	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

ARTICLE X. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

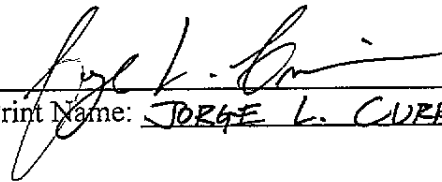
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 28TH day of July, 1999.


Print Name: JORGE L. CURRAIS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Y ARRIBA Y ARRIBA SOUND.VISION, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKE&F Registered Agent Corp. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Arthur J. Furia, V.P.

Arthur J. Furia, Vice President
HKE&F Registered Agent Corp.