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James T. McGonigle, P.A.

ACCOUNTING FIRM

All Phases of Accounting
Specialize in Tax Issues
Management Advisory Services

Estates And Trusts
Corporate Formation And Liquidation
Individual Retirement Accts.

August 11, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Home Theater by Rob, Inc.

600002960816--
-08/16/99-01099-019
*****70.00 *****70.00

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for the above corporation.

Please file the original Articles and return one certified copy to me. I am also enclosing my check in the amount of \$70.00.

Sincerely,


James T. McGonigle, P. A.

JTM/jim

enc.

FILED
99 AUG 16 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/19/99

ARTICLES OF INCORPORATION
OF
Home Theater by Rob, Inc.

ARTICLE I

Name and Principal Office. The name of this corporation is:

Home Theater by Rob, Inc.

The principal office is located at:

2600 NW 99 Ave

Coral Springs, FL 33065

ARTICLE II

Duration. This corporation shall have perpetual existence.

ARTICLE III

Purpose. This corporation is organized for the purpose of transaction any of all lawful business.

ARTICLE IV

Capital Stock. This corporation is authorized to issue and have outstanding at any one time an aggregate number of 5,000 shares of one class of common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

Preemptive Rights. Every shareholder, upon the same of 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Registered Office and Agent. The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: JAMES T. McGONIGLE

INITIAL REGISTERED OFFICE: 6221 Banyan Terrace
Plantation, Florida 33317

Acknowledgment and Consent of Registered Agent. Having been named Initial Registered Agent to accept services of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

ARTICLE VII

Initial Board of Directors. This corporation shall have ONE director initially. The number of Directors may either be increased or diminished from time to time by the by-laws. The name and address of the Initial Board of Directors of this corporation is:

DIRECTORS:

Robert Miyoshi

2600 NW 99 Avenue
Coral Springs, FL 33065

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99 AUG 16 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Incorporator. The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR:

JAMES T. MCGONIGLE

ADDRESS:

7027 W. Broward Blvd. #280
Plantation, Florida 33317

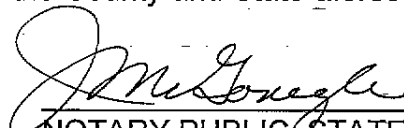


INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

I CERTIFY that on this day before me a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JAMES T. MCGONIGLE to me known to be the person described as the Incorporator, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 11 day of Aug, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

P. K.



J. McGonigle
Commission # CG 813122
Expires Apr. 20, 2003
Bonded Thru
Atlantic Bonding Co., Inc.