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208 Jefferson Ave #109
Miami Beach, FL 33139
October 5, 1999

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-10/08/99-01065--012
*****70.00 *****70.00

Florida Secretary of State
The Capitol
Tallahassee, FL 32314

Greetings,

Please accept the attached Articles of Incorporation for Audio Visions of Miami, Inc., and the enclosed check for \$70.00 for filing. Please return a certified copy to me.

Sincerely,



Alfonso Reinhard

FILED
1999 OCT -8 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Audio Visions of Miami, Inc.

I, the undersigned, hereby declare the purpose of forming a corporation for profit under the laws of the State of Florida.

Article I

The name of this corporation shall be: **Audio Visions of Miami, Inc.**

Article II

The general nature of the business of this corporation shall be all lawful business activity permitted under the laws of the State of Florida and under the laws of the United States of America, without exception. This corporation may perform any part of its business outside of the State of Florida and in the other states, colonies or territories of the United States of America, and in all foreign countries.

Article III

The maximum number of shares of stock of the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each, which shares will all be COMMON STOCK.

Article IV

This corporation shall have perpetual existence.

Page 2, Articles of Incorporation, Audio Visions of Miami, Inc.

Article V

The street address of the initial principal office of this corporation is 208 Jefferson Av #109, Miami Beach, FL 33139.

The initial registered agent is Alfonso Reinhard the above address.

Article VI

The number of directors shall be not less than one. The names of the initial directors of this corporation are:

Alfonso Reinhard	208 Jefferson Avenue #109
	Miami Beach, FL 33139

Article VII

The name and address of each subscriber of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

Alfonso Reinhard	208 Jefferson Ave #109	100 shares
	Miami Beach, FL 33139	

Article VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Page 3, Articles of Incorporation, Audio Visions of Miami, Inc.

Article IX

The By-Laws of this corporation may authorize issuance of both voting and non-voting series of common stock.


Alfonso Reinhard

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT -8 AM 9:39

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED, THAT ON THIS DAY before me personally appeared Alfonso Reinhard, party to the foregoing instrument, who identified himself to me, and acknowledged before me that he freely and voluntarily made, signed and executed the said instrument for the purposes stated therein, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at MIAMI BEACH, Florida, this 5st day of October, 1999.



MARC R HALPERN
My Commission CC542239
Expires Mar. 24, 2000


Notary Public,
State of Florida

I hereby accept appointment as Registered Agent for Audio Visions of Miami, Inc.


Alfonso Reinhard