

STEREO RAMA, INC.
6029 RIDGE ROAD
PORT RICHEY, FL 34668
727-848-6446

P99000102232

September 17, 1999

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

11-15-99

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-11/18/99--01062--017
*****78.75 *****78.75

RE: STEREO-RAMA, INC. OF PORT RICHEY

Dear Secretary of State,

Enclosed are the Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office for Stereo Rama, Inc.

A check in the amount of \$78.75 made payable to the Secretary of State is enclosed. This check covers the filing fee for the Articles of Incorporation and the fee for a Certified Copy of the Articles of Incorporation.

If you need any additional information please feel free to contact me at any time.

Sincerely,

Ralph Foster

Ralph Foster
President
Stereo Rama, Inc.

FILED
99 NOV 18 AM 9 49
TALLAHASSEE, FLORIDA

11-23-99

ARTICLES OF INCORPORATION

OF

STEREO-RAMA INC. OF PORT RICHEY

EFFECTIVE DATE
11-15-99

FILED
99 NOV 18 AM 9:49
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1 – NAME

The name of the corporation is STEREO-RAMA INC. OF PORT RICHEY

ARTICLE II – DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III – CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 6029 Ridge Rd, Port Richey, Florida 34668. The initial registered agent at this address is Ralph Foster.

ARTICLE VI – DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directions shall consist of the following person(s);

Ralph Foster 6029 Ridge Rd
Port Richey, Florida 34668

Susan Foster 6029 Ridge Rd
Port Richey, Florida 34668

ARTICLE VI – INCORPORATORS

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

Ralph Foster 6029 Ridge Rd.
Port Richey, Florida 34668

ARTICLE VII – BY LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE VIII – AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES X – RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his names:

Ralph Foster	500 Shares
Susan Foster	500 Shares

Shares of capital stock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which and the time within which those

shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

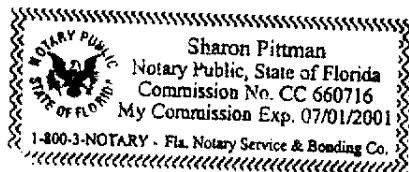
IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 15 day of Nov., 1999, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


RALPH FOSTER

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 15 day of Nov., 1999, by Ralph Foster, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 15 day of Nov., 1999.




Notary Public
(Seal)

To: The Secretary of State of
The State of Florida

CERTIFICATE OR DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted in compliance with said Act.

of Port Richey

That Stereo Rama, Inc., desiring to organize under the laws of the State of
Florida with its principal office as indicated in Articles of Incorporation at 6029
Ridge Rd., Port Richey, Florida 34668 has named Ralph Foster, at that address,
as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of said Act relative to
keeping open said business.

Ralph Foster
RALPH FOSTER
Registered Agent

Dated: 11/15/99

FILED
99 NOV 18 AM 9:49
TALLAHASSEE, FLORIDA

STEREODRAMA

TEL NO. 813 848 6446

Aug 19, 53 21:22 P.01

STEREO RAMA

6029 Ridge Road • Port Richey, Florida 33568 • (813) 848-3137

ATT: Cheryl

I wish to use the name
Stereo-Rama INC. of Port Richey

Thank you Ralph Foster

Owner Stereo-Rama