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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

True Dimensional Sound Inc

Amended & Restated

☐ Walk In

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☐ Photocopy

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME REFORMATION

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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11/22/99

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRUE DIMENSIONAL SOUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, True Dimensional Sound, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors of all of its shareholders on November 18, 1999;
2. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and address of this Corporation shall be:

True Dimensional Sound, Inc.

ARTICLE II

ADDRESS

The principal place of business and mailing address of this Corporation shall be:

1450 Madruga Avenue, Suite 404
Coral Gables, Florida 33146

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000,000 shares of Common Stock having a par value of \$0.001 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

1450 Madruga Avenue
Suite 404
Coral Gables, Florida 33146

The name of the registered agent of this Corporation at that address shall be:

Stephen M. Knecht, Esq.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Stephen M. Knecht	1450 Madruga Avenue, Suite 404 Coral Gables, Florida 33146
Arturo H. Garcia	4443 S.W. 111th Street Miami, Florida 33134
James L. Ferraro	200 South Biscayne Boulevard, Suite 3800 Miami, Florida 33131

ARTICLE IX

PREEMPTIVE RIGHTS

The shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

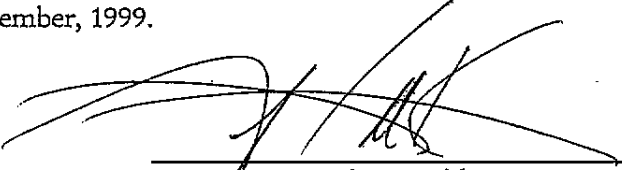
A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, President of True Dimensional Sound, Inc., does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, this 18 day of November, 1999.



Steven M. Knecht, President