

FOI 000000568 3

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VIRTUAL ACOUSTICS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

RICHARD DOBBIS
(Name of Person) 700004654757--9
-10/26/01--01038--005
*****70.00 *****70.00
DRAKE WHIMSY
(Firm/Company)
P.O. Box 470926
(Address)
Celebration Florida 34747
(City/State and Zip code)

For further information concerning this matter, please call:

Richard Dobbis at (410) 750-0167
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

mt
10/30

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. VIRTUAL ACOUSTICS INCORPORATED
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. MICHIGAN 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. Nov 3 1982 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 2207 HUFF PLACE HIGHLAND MI 48356
(Principal office address)

(Current mailing address)

- 8. Any and all Lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: RICHARD DOBBIS


Office Address: 904 WATERSIDE DRIVE

CELEBRATION, Florida 34747
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: RICHARD DOBBIS

Address: P.O. Box 470926
CELEBRATION FL 34747

Vice President: STEVEN LUCEV

Address: 2207 HUFF PLACE
HIGHLAND MI 48356

Secretary: SUSAN K. DOBBIS

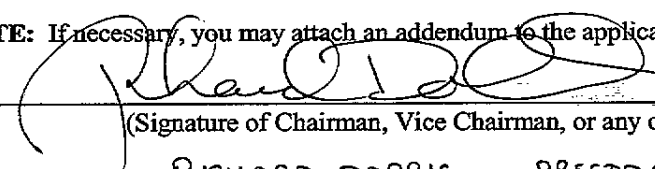
Address: P.O. Box 470926 CELEBRATION FL 34747

Treasurer: STEVEN LUCEV

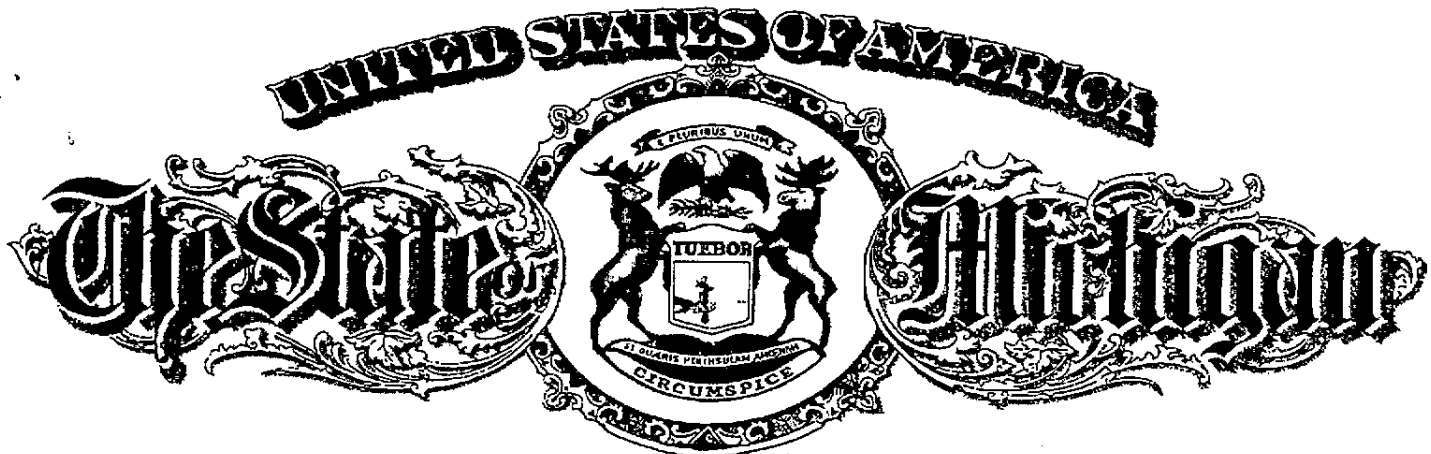
Address: 2207 HUFF PLACE HIGHLAND MI 48356

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD DOBBIS PRESIDENT
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

VIRTUAL ACOUSTICS, INC.

was validly incorporated on November 3, 1982, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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TREASURY OF STATE
TALLAHASSEE, FLORIDA

FILED

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of October, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services