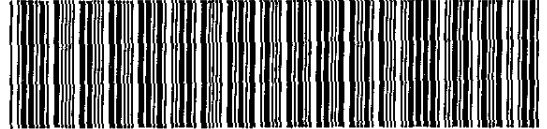


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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AL

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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(913) 492-7953 - FAX

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TALLAHASSEE, FLORIDA

April 5, 2003

Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: AUDIO ELECTRONICS SYSTEMS, LLC

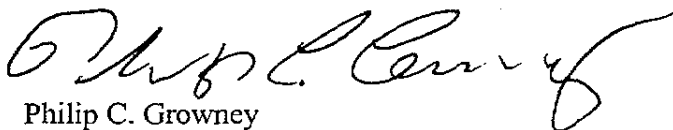
Dear Sirs:

Enclosed please find the following for the above named entity:

- Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Check in the amount of \$125.00 for the filing fees

Please call me if you have any questions.

Sincerely,



Philip C. Grownney

Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

03 APR 14 AM 10:33

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AUDIO ELECTRONICS SYSTEMS LLC
(Name of foreign limited liability company)

2. Kansas 3. 16-1634131
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 26, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 10, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 8650 College Boulevard
Overland Park, KS 66210
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Christopher E. Combest

8650 College Boulevard

Overland Park, KS 66210

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sale of manufactured speaker systems.

CE Combest, Mgr.
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CE Combest, Manager

Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
03 APR 14 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AUDIO ELECTRONICS LLC

2. The name and the Florida street address of the registered agent and office are:

Kenneth Hecht

(Name)

6400 Youngerman Circle

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville FL 32244

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

STATE OF KANSAS

OFFICE OF FILED
SECRETARY OF STATE 03 APR 14 AM 10:33
RON THORNBURGH
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to limited liability companies and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

AUDIO ELECTRONICS SYSTEMS LLC

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having filed articles of organization in Kansas on the 26th day of August, A.D. 2002 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal.
Done at the City of Topeka, this
1st day of April, A.D. 2003



RON THORNBURGH
SECRETARY OF STATE