

PETE KRATZENBERG

CPA

P.O. BOX 1061
PALM HARBOR, FL 34682
727-786-4487

August 3, 2000

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

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-08/16/00--01013--001
*****78.75 *****78.75

Division of Corporations:

Enclosed please find two (2) sets of Articles of Incorporation for
RADLOFF AUDIO, INC.

A check in the amount of \$ 78.75. to cover the appropriate filing fee is
also enclosed.

Thank you for your assistance.

Very truly yours,

Pete Kratzenberg, C.P.A.

FILED
00 AUG 16 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P000000079191

Ag-22

ARTICLES OF INCORPORATION

RADLOFF AUDIO, INC.

FILED
00 AUG 16 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Radloff Audio, Inc.

ARTICLE II

The address of the principal office is 873 West Bay Drive, Box 146, Largo, FL 33779.

ARTICLE III

The corporation shall be authorized to issue 1,000 shares of common stock with par value of \$1 per share.

ARTICLE IV

The original registered agent of the corporation shall be Richard Radloff. The address of the initial registered agent shall be 873 West Bay Dr., Box 146, Largo, FL 33779.

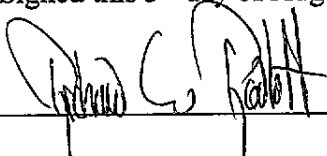
ARTICLE V

The name of the incorporator of this corporation is Richard Radloff, 873 West Bay Dr, Box 146, Largo, FL 33779.

ARTICLE VI

The purpose of this business is to conduct any legal operation permitted by the Florida Corporation Act.

Signed this 3rd day of August, 2000, in Pinellas County, FL, by



Richard Radloff, Incorporator

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.



August 3, 2000

Richard Radloff, Registered Agent

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TALLAHASSEE, FLORIDA