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95 AUG 14 PM 3: 30

DAVID H. CRAYSON

2431 ALMA AVE  
CREALING EXECUTIVE CENTER #112

WINTER PARK 407 673-2606

FL 32792

STATE OF FLORIDA

OFFICE USE ONLY

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

1. AUDIO CAPITAL GROUP, INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

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

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

Examiner's Initials

PH  
8/14

ARTICLES OF INCORPORATION

95 AUG 16 PM 3:36

ARTICLE I

The name of the Corporation is AUDIO CAPITAL GROUP, INC.

ARTICLE II

The Corporation shall have perpetual existence. The date and time of commencement of Corporation existence shall be as of the filing of the Articles of Incorporation by the Department of State, State of Florida.

ARTICLE III

The general purpose of which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is ONE THOUSAND (1,000) consisting of one class only having a par value of ONE DOLLAR (\$1.00) each.

ARTICLE V

The street address of the Corporation's initial registered agent is 5259 Image Circle, Apt. 104, Kissimmee, Florida, and the Corporation's initial registered agent is David H. Grayson. The street address of the principal office is Suite 112, Crealde Executive Center, 2431 Aloma Ave., Winter Park, Florida.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows: David H. Grayson, 5259 Image Circle, Apt. 104, Kissimmee, Florida, 34746; and Frank J. Martinus, 3720 Wimbledon Drive, Lake Mary, Florida, 32746.

The number of Directors shall not be less than (1) nor more than (2).

Each Director shall hold office for a term of one (1) year or until his successor shall have been elected, or until his earlier resignation, removal from office, or death.

ARTICLE VII

The name and address of the incorporator is <sup>95 JUL 10 1995</sup> DAVID H. GRAYSON, 5259 Image Circle, Apt. 104, Kissimmee, Florida 34746.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this \_\_\_\_\_ day of July, 1995.

*David H. Grayson*

DAVID H. GRAYSON

STATE OF FLORIDA:  
COUNTY OF

The foregoing instrument was acknowledged before me this 17th day of July, 1995.

*Carolyn A. Fink*

Notary Public



CAROLYN A FINK  
My Commission CC473391  
Expires Jun. 10, 1999  
Bonded by HAI  
800-422-1558

Personally known  
OR

Produced for other use

Type of Identification Produced FL DL G675-165-23-  
363-0

REGISTERED AGENT ACCEPTANCE

The name of the Registered Agent is DAVID H. GRAYSON. The registered agent's address is 5259 Image Circle, Apt. 104, Kissimmee, Florida 34746. I am familiar with and accept the obligations of Registered Agent.

*David H. Grayson*

DAVID H. GRAYSON