

Date: 12-11-97

P98000001150

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

RE: Eastwood Audio, Inc.

Gentlemen :

Enclosed please find the original and one copy of Articles of Incorporation, together with my check for the amount of \$~~125.00~~ 202.

This represents the cost of the Filing fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

FILED
98 JAN -6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Very truly yours,

Doran Hoffman
DORAN E. HOFFMAN

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FOR

FILING FEES

REG AGENT DESIG

CERTIF COPY

REG NAME

CERTIF COPY OF
NAME

E. Bertolotti
561
820-8874

5/1/98
W98-131

ARTICLES OF INCORPORATION
Eastwood Audio, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is : Eastwood Audio, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of one dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Share".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

310 CENTRAL DR
W.P.B., FL 33405

The name and street address of the Initial Agent of this Corporation is:

EDWARD BERTOLOTTI
310 CENTRAL DR
W.P.B., FL 33405

FILED
98 JAN - 6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

EDWARD BERTOLOTTI
310 CENTRAL DR.
WPB, FL. 33405

DORAN HOFFMAN
108 Westwood Ct.
Atlantis, FL, 33462

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

EDWARD BERTOLOTTI
310 CENTRAL DR.
WPB, FL. 33405

DORAN HOFFMAN
108 Westwood Ct
Atlantis, FL, 33462

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11th day of December 1997

(seal)

Edward Bertolotti

(seal)

Dorcas Hoffman

STATE OF FLORIDA)

SS



COUNTY OF PALM BEACH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDWARD BERTOLOTTI and DORCAS HOFFMAN known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11 day of December, 1997

(notary seal)

(Notary Public, State of Florida at Large)

My commission expires: 8-12-01

December 11, 1997

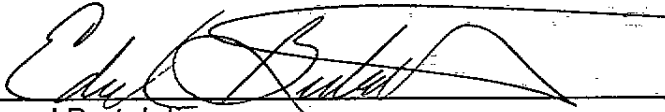
ACCEPTANCE BY THE REGISTERED AGENT:

Edward Bertoloti
310 Central Drive
West Palm Beach, Fl 33405

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Edward Bertoloti known to me and known to be the person who executed the above and who acknowledged before me that he executed the above.



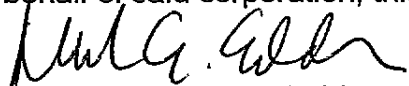
Edward Bertoloti
310 Central Drive
West Palm Beach, Fl 33405

Date 12/11/97

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Edward Bertoloti, the Registered Agent of Eastwood Audio Inc., on behalf of said corporation, this 11th day of DEC., 1997




Notary Public, State of Florida

My commission expires: 8-12-01

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF
Eastwood Audio Inc.


Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 310 CENTRAL DR W.P.B., FL 33405 (address) has named EDWARD BERTOLOTTE located at aforesaid address, as its-Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(registered agent)

 12/11/97