

P98000036274

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SUBJECT: Articles of Incorporation for Power Acoustics, Inc.

Dear Secretary of State:

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-04/20/98--01053--015
*****70.00 *****70.00

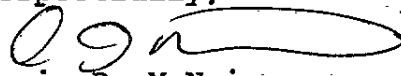
Enclosed is an original and one (1) copy of the Articles of Incorporation of Power Acoustics, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70 which includes the statutory filing fee and the fee for the registered agent. Your assistance in establishing this corporation is appreciated.

Please forward correspondence to:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

Respectfully,


Craig D. McNair

enc.

FILED
98 APR 20 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Power Acoustics, Inc.

FILED
98 APR 20 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Power Acoustics, Inc.

ARTICLE II PRINCIPLE OFFICE

The initial place of business and mailing address of this corporation shall be:

Power Acoustics, Inc.
12472 Lake Underhill Rd., #302
Orlando, Florida 32828

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

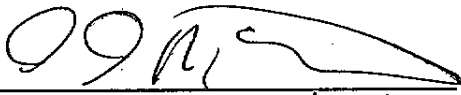
Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

The undersigned incorporator has executed these Articles of Incorporation on this the 1st. day of March, 1998.


Signature

FILED
98 APR 20 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Power Acoustics, Inc.
2. The name and address of the registered agent and office is:

Mr. Craig D. McNair
McNair and Associates, P.A.
1250 S. U.S. HWY. 17-92, Suite 250
Longwood, Florida 32750

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE



DATE

3/2/98