

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

447579

FILED
AUG -1 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 8-1-01

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-08/01/01--01006--021
*****78.75 *****78.75

REF. #: 0150

CORP. NAME: TWT Acquisition Corp. into
Sound Advice, Inc
Merge

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 015955 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
01 AUG -11 AM 10:08
DIVISION OF CORPORATION

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials AJR
8/1/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWT ACQUISITION CORP., a Florida corporation P01000054201

INTO

SOUND ADVICE, INC., a Florida entity, 447579

File date: August 1, 2001

Corporate Specialist: Annette Ramsey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TWT ACQUISITION CORP., a Florida corporation
INTO
SOUND ADVICE, INC., a Florida corporation**

Pursuant to the provisions of Sections 607.1101, 607.1103, and 607.1105 of the Florida Business Corporation Act (the "Act"), TWT ACQUISITION CORP. ("TWT"), a Florida corporation, and wholly owned subsidiary of TWEETER HOME ENTERTAINMENT GROUP, INC. ("Tweeter"), and SOUND ADVICE, INC. (the "Surviving Corporation"), a Florida corporation, hereby adopt the following Articles of Merger for the purpose of merging TWT with and into the Surviving Corporation (the "Merger").

FIRST: The plan of merger for the Merger (the "Plan of Merger") pursuant to Section 607.1101 is as set forth in these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). As of the Effective Time, by virtue of the Merger:

(a) **Capital Stock of TWT.** Each issued and outstanding share of capital stock of TWT shall be converted into and become one fully paid and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation ("Surviving Corporation Common Stock").

(b) **Cancellation of Tweeter Owned Stock.** Each share of Surviving Corporation Common Stock that is held by any subsidiary of the Surviving Corporation and each share of Surviving Corporation Common Stock that is owned by Tweeter, TWT or any other subsidiary of Tweeter shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(c) **Conversion of Surviving Corporation Common Stock.** Each share of Surviving Corporation Common Stock (other than shares of Surviving Corporation Common Stock to be canceled in accordance with paragraph(b) of this Article Second) shall be converted into the right to receive from Tweeter that number of shares of common stock, par value \$.01 per share, of Tweeter ("Tweeter Common Stock") as is equal to the Exchange Number (the "Merger Consideration"). As of the Effective Time, all such shares of Surviving Corporation Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Surviving Corporation Common Stock shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration, without interest. As used herein, the term "Exchange Number" means:

(i) to the extent the Tweeter Common Stock Fair Market Value is between \$21 and \$30, the Exchange Number shall be 1;

(ii) to the extent the Tweeter Common Stock Fair Market Value is \$30 or greater, the Exchange Number shall be a number equal to a fraction, the

numerator of which is 30 and the denominator of which is the Tweeter Common Stock Fair Market Value; and

(iii) to the extent the Tweeter Common Stock Fair Market Value is below \$21, the Exchange Number shall be a number equal to a fraction, the numerator of which is 21 and the denominator of which is the Tweeter Common Stock Fair Market Value.

As used herein the term Tweeter Common Stock Fair Market Value means the average daily closing price of one share of Tweeter Common Stock as reported by Nasdaq for the 5 business days ending two days prior to the Effective Time.

At the Effective Time, the Surviving Corporation shall assume the obligations of TWT.

THIRD: The Articles of Incorporation of TWT as of the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, except that Article I and Article III thereof shall be amended to read in their entirety as follows:

"ARTICLE I

NAME

The name and address of this corporation shall be:

Sound Advice, Inc.
CorpDirect Agents, Inc.
103 N. Meridian St.
Lower Level
Tallahassee, FL 32301

"ARTICLE III

AUTHORIZED SHARES

This Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share."

FOURTH: The Bylaws of TWT as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

FIFTH: The directors and officers of TWT in office at the Effective Time shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

SIXTH: The Plan of Merger was unanimously approved by the Board of Directors of each of Sound Advice and TWT in accordance with the provisions of Section 607.1103 of the Act on May 31, 2001.

SEVENTH: The Plan of Merger was approved by the shareholders of each of the Surviving Corporation and TWT on July 30, 2001 in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 30th day of July, 2001.

SOUND ADVICE, INC., a Florida Corporation

By: 

Name: Peter Beshouri

Title: President

TWT ACQUISITION CORP., a Florida Corporation

By: _____

Name:


Title:

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 30th day of July, 2001.

SOUND ADVICE, INC., a Florida Corporation

By: _____
Name: Peter Beshouri
Title: President

TWT ACQUISITION CORP., a Florida Corporation

By:  _____
Name: Joseph McGuire
Title: President

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

Sound Advice, Inc.

The First Amended and Restated Articles of Incorporation of TWT Acquisition Corp. are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name and address of this corporation shall be:

Sound Advice, Inc.
CorpDirect Agents, Inc.
103 N. Meridian St. Lower Level
Tallahassee, FL 32301

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

This Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation commenced with the original filing of the Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V**REGISTERED OFFICE AND AGENT**

The street address of the registered agent of this Corporation in the State of Florida shall be:

CorpDirect Agents, Inc.
103 N. Meridian St
Lower Level
Tallahassee, FL 32301

ARTICLE VI**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall consist of one director. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII**DIRECTORS - NAME AND STREET ADDRESS**

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

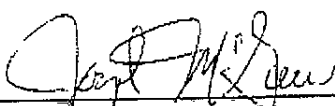
| <u>Name</u> | <u>Street Address</u> |
|----------------|-----------------------------------|
| Joseph McGuire | 10 Pequot Way Canton, MA 02021 |

ARTICLE VIII

| <u>Officers</u> | <u>Names</u> | <u>Street Address</u> |
|-----------------|----------------|-----------------------------------|
| President | Joseph McGuire | 10 Pequot Way Canton, MA 02021 |

see attached exhibit

IN WITNESS WHEREOF, the undersigned duly authorized officer and director of Sound Advice, Inc. has made and subscribed these Second Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 1st day of August, 2001.



Joseph McGuire, President, Secretary and Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SOUND ADVICE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



CorpDirect Agents, Inc.

Cynthia A. Hicks,

Agent for the Registered Agent

Dated: 8-1-01

FILED
01 AUG - 1 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit

Officers and Directors of Sound Advice, Inc. following the merger

| <u>Name</u> | <u>Title</u> | <u>Business Address</u> | <u>Home Address</u> |
|--------------------|--|--|---|
| Joseph McGuire | Director, President, Treasurer and Secretary | 10 Pequot Way Canton, MA 02021 | 35 Joanna Drive Foxboro, MA 02035 |
| Kitt Sawitsky | Assistant Secretary | 400 Atlantic Avenue Boston, MA 02110 | 23 Hobart Street Wellesley, MA 02482 |
| Timothy Bancroft | Assistant Secretary | 400 Atlantic Avenue Boston, MA 02110 | 14 Orchard Street Cambridge, MA 02140 |
| Daniel Avery | Assistant Secretary | 400 Atlantic Avenue Boston, MA 02110 | 42 Parker Street Newton, MA 02459 |