

CT CORPORATION

447579

FILED
01 SEP 17 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Sound Advice, Inc.

0

Amended
Restated
Articles

200004593512--7
-09/17/01-01052-017
*****35.00 *****35.00

200004593512--7
-09/17/01-01052-018
*****8.75 *****8.75
500004593512--7
-09/17/01-01052-018
*****8.75 *****8.75

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	Restated Articles	
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 9/17/01 Order#: 4784720
Availability _____
Document _____
Examiner _____ Ref#: _____
Updater _____
Verifier _____
W.P. Verifier _____

X00789,00579,00672 Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

82

RECEIVED
DIVISION OF STATE
CORPORATIONS
2001 SEP 17 AM 8:41
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Ad
9/26/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 17, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: SOUND ADVICE, INC.
Ref. Number: 447579

RECEIVED
01 SEP 26 AM 11:06
DIVISION OF CORPORATION

We have received your document for SOUND ADVICE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 301A00051935

*Second page amended to include consent and approval.
Please backdate to September 17, 2001 and file, thank you!*

Jaura @ CT

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

Sound Advice, Inc.

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TALLAHASSEE, FLORIDA

The Second Amended and Restated Articles of Incorporation of Sound Advice, Inc. 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.
c/o CT Corporation
1200 South Pine Island Road
Plantation, FL 33324

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 \$.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:

c/o CT Corporation
1200 South Pine Island Road
Plantation, FL 33324

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

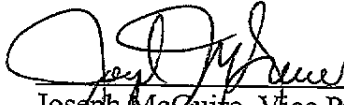
ARTICLE VIII**OFFICERS - NAME AND STREET ADDRESS**

See attached Exhibit A.

ARTICLE IX**STOCKHOLDER AND DIRECTOR APPROVAL**

This Third Amended and Restated Articles of Incorporation (the "Restated Charter") was adopted on September 12, 2001 by a joint action of the sole director and sole stockholder of the Corporation taken by unanimous written consent and such consent was sufficient for approval of the Restated Charter.

IN WITNESS WHEREOF, the undersigned duly authorized officer and director of Sound Advice, Inc. has made and subscribed these Third Amended and Restated Articles of Incorporation at Canton, Massachusetts, for the uses and purposes aforesaid, this 12th day of September, 2001.



Joseph McGuire, Vice President, Treasurer,
Secretary and Director


Exhibit A

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Home Address</u>
Joseph McGuire	Director, Vice President, Treasurer and Secretary	10 Pequot Way Canton, MA 02021	35 Joanna Drive Foxboro, MA 02035
Peter Beshouri	President	301 East Las Olas Boulevard Suite A 300 Fort Lauderdale, FL 33301	2504 North Atlantic Boulevard Fort Lauderdale, FL 33305
Michael Blumberg	Executive Vice President	301 East Las Olas Boulevard Suite A 300 Fort Lauderdale, FL 33301	1761 SW 53 Avenue Plantation, FL 33317
Christopher O'Neil	Executive Vice President and Chief Operating Officer	301 East Las Olas Boulevard Suite A 300 Fort Lauderdale, FL 33301	6681 SW 20 Street Plantation, FL 33317
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

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 Section 607.0505.

CT Corporation


By: KRISTEN BETZGER
Agent for the Registered Agent
Date: 9.12.01

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TALLAHASSEE, FLORIDA