F01000003427

CORPORATION SYSTEM

CORPORATION(S) NAME

(1) InterAct International, Inc.

(2) InterAct Technologies, Inc.

(3) InterAct Holdings, Inc.

(4) Recoton Mobile Electronics, Inc.

(5) Recoton Accessories, Inc.

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TALLAHASSEE, FLORIDA

(/) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(x) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
(x) Certified Copy	( ) Photocopies	( ) CUS
( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

RECEIVED
01 JUN 27 AM 11:13
DIVISION OF CORPORATION

Name 6/27/01
Availability ______
Document
Examiner ______
Updater ______
Verifier ______
W.P. Verifier ______

BK

Order#: 4618712

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-06/27/01--01018--020
*****78.75 *****78.75

Ref#: ______

Amount: $ ______

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

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. InterAct Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 59-3723882
(FEI number, if applicable)

4. June 15, 2000
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Recoton Corporation, 2950 Lake Emma Drive, Lake Mary, FL 32746
(Current mailing address)

8. any lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System [signature]
(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert L. Borchardt

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Director ~~Vice Chairman~~: Stuart Mont

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Director: Joseph H. Massot

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Director: Arnold Kezsbom

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Robert L. Borchardt

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Vice President: Stuart Mont

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Secretary: Joseph H. Massot (and a Vice President)

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

Treasurer: Arnold Kezsbom (and a Vice President)

Address: 2950 Lake Emma Road, Lake Mary, FL 32746

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ARNOLD KEZSBOM VICE PRESIDENT AND TREASURER
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERACT HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY'S OFFICE DELAWARE

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3245377 8300

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AUTHENTICATION: 1205925

DATE: 06-22-01