

CT CORPORATION SYSTEM

**F01000003428**

CORPORATION(S) NAME

FILED  
01 JUN 27 PM 1:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

- (1) InterAct International, Inc.
- (2) InterAct Technologies, Inc.
- (3) InterAct Holdings, Inc.
- (4) Recoton Mobile Electronics, Inc.
- (5) Recoton Accessories, Inc.

800004447758--8  
-06/27/01--01018--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                 | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies               |   |   |
| <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                  |   |   |

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01 JUN 27 AM 11:13  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

6/27/01

Order#: 4618712

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

BK

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

**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.*

01 JUN 27 2001  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. Recoton Accessories, 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 3. 59-3726879  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 22, 2001 5. perpetual  
(Date of incorporation) (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

Pat Nolan  
(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)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Robert L. BorchardtAddress: 2950 Lake Emma Road, Lake Mary, FL 32746

Director

Vice Chairman: Stuart MontAddress: 2950 Lake Emma Road, Lake Mary, FL 32746Director: Joseph H. MassotAddress: 2950 Lake Emma Road, Lake Mary, FL 32746Director: Arnold KezsbomAddress: 2950 Lake Emma Road, Lake Mary, FL 32746**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Robert L. BorchardtAddress: 2950 Lake Emma Road, Lake Mary, FL 32746Vice President: Stuart MontAddress: 2950 Lake Emma Road, Lake Mary, FL 32746Secretary: Joseph H. Massot (and a Vice President)Address: 2950 Lake Emma Road, Lake Mary, FL 32746Treasurer: 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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FILED  
01 JUN 27 PM 38  
SECRETARY OF STATE  
DELAWARE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECOTON ACCESSORIES, 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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1206006

DATE: 06-22-01