

SEP-29-2003 15:08
Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

03 SEP 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FOREIGN PROFIT QUALIFICATION

Telex Communications, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$16,231.25

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03 SEP 29 PM 3:59
DIVISION OF CORPORATION

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8-30-03



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 19, 2003

TELEX COMMUNICATIONS, INC.
12000 PORTLAND AVE
BURNSVILLE, MN 55337-1522

FEI #: 38-1853300

To Whom It May Concern:

The above referenced corporation is currently registered or obligated to file a corporation income tax return with the Florida Department of Revenue, but is not currently registered with the Florida Department of State to transact business in Florida. Therefore, we must determine if the corporation is transacting business within the meaning of s. 607.1501, F.S. A copy of s. 607.1501, F.S., which provides a list of those activities that do not constitute the transaction of business, is enclosed.

To avoid any further action on the part of this office, you must return one of the following within the next thirty (30) days:

If the corporation is transacting business within the meaning of section 607.1501, F.S., return the enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA along with the appropriate fees and documentation.

If the corporation is not transacting business within the meaning of section 607.1501, F.S., return the enclosed "STATEMENT CONCERNING AUTHORITY TO TRANSACT BUSINESS IN FLORIDA BY A FOREIGN CORPORATION."

Because the Florida Department of State is merely a filing agency, we are unable to render any legal, accounting or tax advice. We strongly suggest you seek the advice of an attorney to ascertain exact compliance with all statutory requirements.

Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 245-6051.

Division of Corporations

Mailing Address:
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Courier Address:
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

03 SEP 29 AM 9:31

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AND
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Telex Communications Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dan King, Tax Manager
(Name of Person)

Telex Communications Inc
(Firm/Company)

12000 Portland Avenue S
(Address)

Burnsville, MN 55337
(City/State and Zip code)

For further information concerning this matter, please call:

Dan King at (952) 887-5507
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

03 SEP 29 AM 9:01
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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. Telex Communications, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 38-1853321
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/12/1967 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/1/1989
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 12000 Portland Avenue S, Burnsville, MN 55337
(Principal office address)

Same
(Current mailing address)

8. Sale of electronic audio equipment
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Registered agent's signature)

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.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Edgar S. WoolardAddress: 16952 Passage Island South
Jupiter, FL 33477Vice Chairman: Keith AbellAddress: 500 Campus Drive, Suite 220
Florham Park, NJ 07932Director: Stuart KatzAddress: 520 Madison Avenue
New York, NY 10022Director: Brian FriedmanAddress: 520 Madison Avenue
New York, NY 10022

B. OFFICERS

President: Ray MalpacherAddress: 12000 Portland Avenue S
Burnsville, MN 55337Vice President: Greg RichterAddress: 12000 Portland Avenue S
Burnsville, MN 55337Secretary: Kris BruerAddress: 12000 Portland Avenue S, Burnsville, MN 55337V.P. Finance: Leigh HartAddress: 12000 Portland Avenue S, Burnsville, MN 55337

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)14. LEIGH HART, V.P. FINANCE
(Typed or printed name and capacity of person signing application)03 SEP 29 PM 9:01
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01/03/03 BY 60322 UCBAWAPPROVED
AND
FILED

Delaware

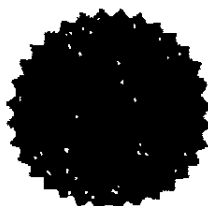
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEX COMMUNICATIONS, 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-FIFTH DAY OF SEPTEMBER, A.D. 2003.

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.



0660004 8300

020618112

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2653855

DATE: 09-25-03

TOTAL P.07

TOTAL P.06