

Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION

Telex Communications, Inc.

Certificate of Status	0
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**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.

(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. 11-3707780

(FEI number, if applicable)

4. 10/21/2003

(Date of incorporation)

5. Perpetual

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

6. 11/19/2003

(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 South, Burnsville, MN 55337-1522

(Principal office address)

same

(Current mailing address)

8. Transaction of all 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/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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

By: Connie Bryan

(Registered agent's signature)

**CONNIE BRYAN
SPECIAL 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.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Edgar S. Woolard

Address: 16952 Passage Island South
Jupiter, FL 33477

Vice Chairman: _____

Address: _____

Director: Raymond V. Malpocher

Address: 12000 Portland Avenue South
Burnsville, MN 55337-1522

Director: Keith Abell

Address: GSCP, 500 Campus Drive, Suite 220
Florham Park, NJ 07932

B. OFFICERS

SEE ATTACHMENT

President: Raymond V. Malpocher

Address: 12000 Portland Avenue South
Burnsville, MN 55337-1522

Vice President: Leigh P. Hart

Address: 12000 Portland Avenue South
Burnsville, MN 55337-1522

Secretary: Gregory W. Richter

Address: 12000 Portland Avenue South Burnsville, MN 55337-1522

Treasurer: _____

Address: _____

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. Leigh P. Hart, Vice President

(Typed or printed name and capacity of person signing application)

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FLORIDA
ITALIAN ASSOCIATION
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Attachment to Florida

Officers & Directors

1. Full Name: Raymond V. Malpocher
 Officer/Director: Officer, Director
 Officer's Title: CEO & President
 Director's Title: Other Director
 Business Address: 12000 Portland Avenue South
 City: Burnsville
 State: MN
 ZIP Code: 55337-1522

2. Full Name: Gregory W. Richter
 Officer/Director: Officer
 Officer's Title: CFO & Secretary
 Business Address: 12000 Portland Avenue South
 City: Burnsville
 State: MN
 ZIP Code: 55337-1522

3. Full Name: Leigh P. Hart
 Officer/Director: Officer
 Officer's Title: Vice President, Finance
 Business Address: 12000 Portland Avenue South
 City: Burnsville
 State: MN
 ZIP Code: 55337-1522

4. Full Name: Keith Abell
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: GSCP, 500 Campus Drive, Suite 220
 City: Florham Park
 State: NJ
 ZIP Code: 07932

5. Full Name: Stuart Katz
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: C/o Jefferies Capital Partners, 520 Madison Ave
 City: New York
 State: NY
 ZIP Code: 10022

6. Full Name: Brian Friedman
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: C/o Jefferies Capital Partners, 520 Madison Ave

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 TALLAHASSEE, FLORIDA
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City:
State:
ZIP Code:

New York
NY
10022

7. Full Name:
Officer/Director:
Officer's Title:
Director's Title:
Business Address:

Patrick Halloran
Director

Other Director
C/o Wayland Advisers, Inc., 12700 Whitewater
Drive
Minnetonka
MN
55343

City:
State:
ZIP Code:

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TALLAHASSEE, FLORIDA

Delaware

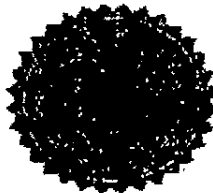
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The First State

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 SEVENTEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEX COMMUNICATIONS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2821957

DATE: 12-17-03

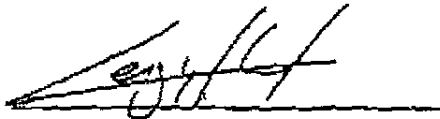
TELEX

Telex Communications, Inc.

11000 Portland Avenue S.
Burlington, MN 55317 USA
Telephone 855-834-4061
Fax 855-834-0061

December 19, 2003

Telex Communications Holdings, Inc. does not intend to use the name Telex Communications, Inc. again.



Leigh P. Hart
Vice President, Finance

AND
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SECRETARY OF STATE
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