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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AUDIOVOX ACCESSORIES CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"INC.," "CO.," "CORP.," "INS.," "CO.," or "CORP.")

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

2. DELAWARE

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

3. 20-8788006

(FEI number, if applicable)

4. APRIL 3, 2007

(Date of incorporation)

5. PERPETUAL

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

6. APRIL 3, 2007

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1301 & 607.1302, F.S., to determine penalty liability)

7. 180 MARCUS BLVD., HAUPPAUGE, NY 11788

(Principal office address)

180 MARCUS BLVD., HAUPPAUGE, NY 11788

(Current mailing address)

8. Distribution of automotive and consumer electronic accessories

(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 NOT acceptable)

Name: **HIQ Corporate Services**

Office Address: **1574 Village Square Blvd., S-100**

Tallahassee

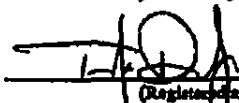
(City)

Florida 32309

(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.



**T.A. DAVIS, JR., ASSISTANT SECRETARY
HIQ CORPORATE SERVICES, INC.**

(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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12. Name and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John J. ShalamAddress: 180 Marcus Blvd.
Hauppauge, NY 11788Vice Chairman: Patrick M. LavelleAddress: 180 Marcus Blvd.
Hauppauge, NY 11788Director: Charles M. StoehrAddress: 180 Marcus Blvd.
Hauppauge, NY 11788Director: C. David GeiseAddress: 180 Marcus Blvd.
Hauppauge, NY 11788

B. OFFICERS

President: C. David GeiseAddress: 180 Marcus Blvd.
Hauppauge, NY 11788

Vice President: _____

Address: _____

Secretary: Lorlann SheltonAddress: 180 Marcus Blvd., Hauppauge, NY 11788Treasurer: Lorlann SheltonAddress: 180 Marcus Blvd., Hauppauge, NY 11788

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Lorlann Shelton, Secretary/Treasurer

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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUDIOVOX ACCESSORIES CORPORATION" 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 ELEVENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUDIOVOX ACCESSORIES CORPORATION" WAS INCORPORATED ON THE THIRD DAY OF APRIL, A.D. 2007.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5669098

DATE: 05-11-07