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To: Fl Dept of State  
Subject: 000852.73963

From: Tracy Spear

Tuesday, September 04, 2007 10:21 AM Page: 1 of 4

Florida Department of State  
Division of Corporations  
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From: Account Name : CORPDIRECT AGENTS, INC.  
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00085273963

FOREIGN PROFIT/NONPROFIT CORPORATION

C D LISTENING BAR, INC.

Certificate of Status	0
Certified Copy	1
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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. C D Listening Bar, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. California

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

3. 33-0430051

(FEI number, if applicable)

4. 8/23/1990

(Date of incorporation)

5. perpetual

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

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 17822A Gillette Avenue, Irvine, CA 92614

(Principal office address)

17822A Gillette Avenue, Irvine, CA 92614

(Current mailing address)

8. cd distributor

(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: National Corporate Research, Ltd., Inc.

Office Address: 515 East Park Avenue

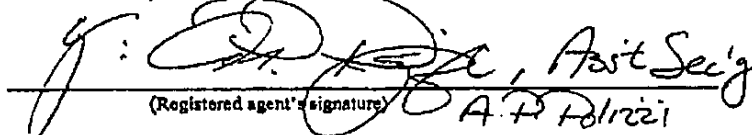
Tallahassee, Florida 32301

(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.*

  
(Registered agent's signature) J. A. P. Polizzi

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

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jeffrey C. Walker

Address: 17822A Gillette Avenue, Irvine, CA 92614

Director: Bruce Ogilvie, Jr.

Address: 17822A Gillette Avenue, Irvine, CA 92614

B. OFFICERS

President: Jeffrey C. Walker

Address: 17822A Gillette Avenue, Irvine, CA 92614

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

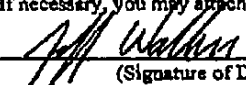
Secretary: Jeffrey C. Walker

Address: 17822A Gillette Avenue, Irvine, CA 92614

Treasurer: Jeffrey C. Walker

Address: 17822A Gillette Avenue, Irvine, CA 92614

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. Jeffrey C. Walker  
(Typed or printed name and capacity of person signing application)

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**State of California  
Secretary of State**

**CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, heroby certify:

That on the 23RD day of AUGUST, 1980, G D LISTENING BAR, INC. became incorporated under the laws of the State of California by filing its Articles of incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 31, 2007.

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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*Debra Bowen*

DEBRA BOWEN  
Secretary of State

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