

F1100004893

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6381

RESUBMIT
Please give original
submission date on file date.

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

Original submission date
December 1, 2011

**Enter the email address for this business entity to be used for future
annual report mailings. Enter only one email address please.**

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
OPCODE SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/4



December 5, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: OPCODE SYSTEMS, INC.
REF: W11000060812

RESUBMIT

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submission date as file date.

Original submission date - December 1, 2011

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

If you have any further questions concerning your document, please call (850) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000282497
Letter Number: 411A00027116

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Opcode Systems, 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," or "Certificate of Good Standing" 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:

Erin Chegwidden

Name of Person

Gibson Guitar Corp.

Firm/Company

309 Plus Park Blvd

Address

Nashville, TN 37216

City/State and Zip code

erin.chegwidden@gibson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Chegwidden

at (615) 871-4500 (2216)

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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

Gibson Pro Audio Corp.

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

2. California 3. C1613065
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/21/88 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/5/11
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 309 Plus Park Blvd. Nashville, TN 37217
(Principal office address)

309 Plus Park Blvd. Nashville, TN 37217
(Current mailing address)

8. Resale of 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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Becky Peirce Becky Peirce
Assistant Vice President
(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. Names and business addresses of officers and/or directors:

A. DIRECTORSSECRETARY OF STATE
TALLAHASSEE FLORIDAChairman: Henry JuskiewiczAddress: 309 Plus Park Blvd. Nashville, TN 37217Vice Chairman: David BerrymanAddress: 309 Plus Park Blvd. Nashville, TN 37217

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: David BerrymanAddress: 309 Plus Park Blvd. Nashville, TN 37217

Vice President: _____

Address: _____

Secretary: Bruce MitchellAddress: 309 Plus Park Blvd. Nashville, TN 37217

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Rammy

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Bruce Mitchell, EVP and Secretary

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

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers of Opcode Systems, Inc.

Chairman and Chief Executive Officer
President
Executive Vice President and Secretary
Executive Vice President and Assistant Secretary
Chief Financial Officer

Henry Juskiewicz
David Berryman
Bruce Mitchell
Dan Krawczyk
David Rodems

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**State of California
Secretary of State**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF STATUS

ENTITY NAME:

OPCODE SYSTEMS, INC.

FILE NUMBER: C1613065
FORMATION DATE: 04/21/1988
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

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

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of December 05, 2011.

Debra Bowen

DEBRA BOWEN
Secretary of State