

F/3000000748

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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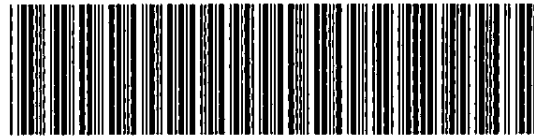
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

K 02/19/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 536416 4802694

AUTHORIZATION :

COST LIMIT : \$ 78.75

[Handwritten signature]

ORDER DATE : February 18, 2013

ORDER TIME : 1:05 PM

ORDER NO. : 536416-030

CUSTOMER NO: 4802694

FOREIGN FILINGS

NAME: ONKYO U.S.A. CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: _____

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. Onkyo U.S.A. Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inco.," "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. 41-2034056

(FEI number, if applicable)

4. December 28, 2012

(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. 18 Park Way, Upper Saddle River, NJ 07458

(Principal office address)

18 Park Way, Upper Saddle River, NJ 07458

(Current mailing address)

8. Design, sale, marketing, importing, exporting, repair, servicing and trading in all types of electronics products

(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

(City)

, Florida 32301

(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: _____

(Registered agent's signature)

Harry B. Davis

Harry B. Davis
Asst. Vice President

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: Henry Juskiewicz

Address: 309 Plus Park Boulevard, Nashville, TN 37217

Vice Chairman: _____

Address: _____

Director: Bruce Mitchell

Address: 309 Plus Park Boulevard, Nashville, TN 37217

Director: Hiroshi Izutani

Address: 18 Park Way, Upper Saddle River, NJ 07458

B. OFFICERS

President: Hiroshi Izutani

Address: 18 Park Way, Upper Saddle River, NJ 07458

Vice President: Bruce Mitchell

Address: 309 Plus Park Boulevard, Nashville, TN 37217

Secretary: Gaku Miki

Address: 18 Park Way, Upper Saddle River, NJ 07458

Treasurer: Robert Rehley

Address: 18 Park Way, Upper Saddle River, NJ 07458

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

13. _____

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. Hiroshi Izutani, President

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

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TALLAHASSEE, FLORIDA

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**EXHIBIT A
TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
ONKYO U.S.A. CORPORATION
(a Delaware corporation)**

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

B. OFFICERS (cont.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer	Henry E. Juskiewicz	309 Plus Park Boulevard Nashville, TN 37217
Executive Vice President and Chief Financial Officer	Daniel Krawczyk	18 Park Way Upper Saddle River, NJ 07458

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONKYO U.S.A. 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ONKYO U.S.A. CORPORATION" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012.

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

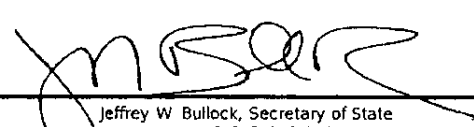
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0221414

DATE: 02-18-13