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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

000001461690  
-04/20/95- 01104--004  
\*\*\*\*\*7.00 \*\*\*\*\*70.00

SUBJECT: CTA Acoustics, 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", 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:

Daniel J. Desmet  
(Name of Person)  
CTA Acoustics, Inc.  
(Firm/Company)  
295 Kirts, Suite 126  
(Address)  
Troy, MI 48084  
(City, State and Zip Code)

W95-8626

Should you need to call someone concerning this matter, please call:

Daniel Desmet at ( 810 ) 362 - 9550  
(Name of Person) Area Code & Daytime Telephone Number

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COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. CTA Acoustics, 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. Kentucky 3. 61-1215332  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 1991 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 295 Kirts Blvd., Suite 126  
Troy, Michigan 48084  
(Current mailing address)

8. Any lawful purpose  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

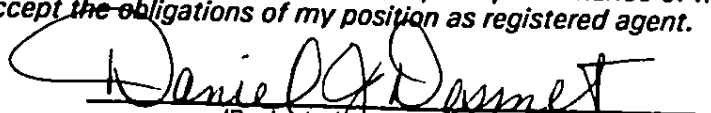
Name: Daniel Desmet

Office Address: 919 Huron Ct #303

Marco Island, Florida, 33937  
(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)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel J. Desmet

Address: 2268 Haverford  
Troy, Michigan 48098

Vice Chairman: Dennis Spurlock

Address: 204 Sheffield Place  
London, Kentucky 40741

Director: Michael Domulewicz

Address: 2775 Ayrshire Drive  
Bloomfield Hills, MI 48302

Director: James R. Hand

Address: 5384 Beach Road  
Troy, MI 48098

B. OFFICERS

President: Dennis Spurlock

Address: 204 Sheffield Place  
London, Kentucky 40741

Vice President: Daniel Desmet

Address: 2268 Haverford  
Troy, Michigan 48098

Secretary: Daniel Desmet

Address: 2268 Haverford  
Troy, MI 48098

Treasurer: Michael Domulewicz

Address: 2775 Ayrshire Drive  
Bloomfield Hills, MI 48302

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

13.

Daniel J. Desmet  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Daniel J. Desmet, Chairman  
(Typed or printed name and capacity of person signing application)

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OFFICE OF THE SECRETARY OF STATE  
**CERTIFICATE OF EXISTENCE  
DOMESTIC CORPORATION**

I, BOB BABBAGE, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that according to the records in the office of the Secretary of State of the Commonwealth of Kentucky, CTA ACOUSTICS, INC.

is a corporation organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is DECEMBER 12, 1991 ; and whose period of duration is PERPETUAL .

I further certify, that said corporation has paid all fees due and owing to the office of the Secretary of State of the Commonwealth of Kentucky to date; has delivered to the Secretary of State its most recent annual report, as required by KRS 271B.16-220 or 273.3671; and has not filed articles of dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 10TH day of APRIL , 19 95 .

*Bob Babbage*

BOB BABBAGE  
Secretary of State  
Commonwealth of Kentucky

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