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1201 HAY STREET  
TALLAHASSEE, FL 32304

800-342-8000



95 JUN 15 PM 1:18  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 619442 3540A  
AUTHORIZATION : *Patricia P...*  
COST LIMIT : \$ 122.50

ORDER DATE : June 15, 1995

ORDER TIME : 12:17 PM

ORDER NO. : 619442

CUSTOMER NO: 3540A

800001515418

CUSTOMER: Michael Golden, Esq  
Stroock & Stroock & Lavan  
7 Hanover Square

New York, NY 10004-2594

FOREIGN FILINGS

NAME: CHRISTIE DESIGN CORPORATION

*28*  
*6-16*

XXX PROFIT  
       NON-PROFIT

XXX CORPORATE  
       LIMITED PARTNERSHIP

XXX QUALIFICATION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

**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. Christie Design Corporation  
(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. Delaware 3. 59-3308472  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/24/95 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing  
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.198, F.S.))

7. 9424 Eton Avenue, Unit J  
Chatsworth, California 91311  
(Current mailing address)

8. Design, manufacture and market speakers and related products  
(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: CORPORATION SERVICE COMPANY  
Office Address: 1201 Hayes Street  
Tallahassee, Florida, 32301  
(Zip Code)

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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.*

Bruce R. Winn  
(Registered agent's signature)  
Bruce R. Winn, 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.

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

A. DIRECTORS

Chairman: Robert H. Borchardt  
Address: 2950 Lake Emma Road  
Lake Mary, FL 32746

Vice Chairman:  
Address:

Director: Stuart Mont  
Address: 2950 Lake Emma Road  
Lake Mary, FL 32746

Director:  
Address:

B. OFFICERS

Chief Executive Officer  
President: Robert H. Borchardt  
Address: 2950 Lake Emma Road  
Lake Mary, FL 32746

Vice President:  
Address:

Secretary: Stuart Mont  
Address: 2950 Lake Emma Road  
Lake Mary, FL 32746

Treasurer: Joseph Massot  
Address: 2950 Lake Emma Road  
Lake Mary, FL 32746

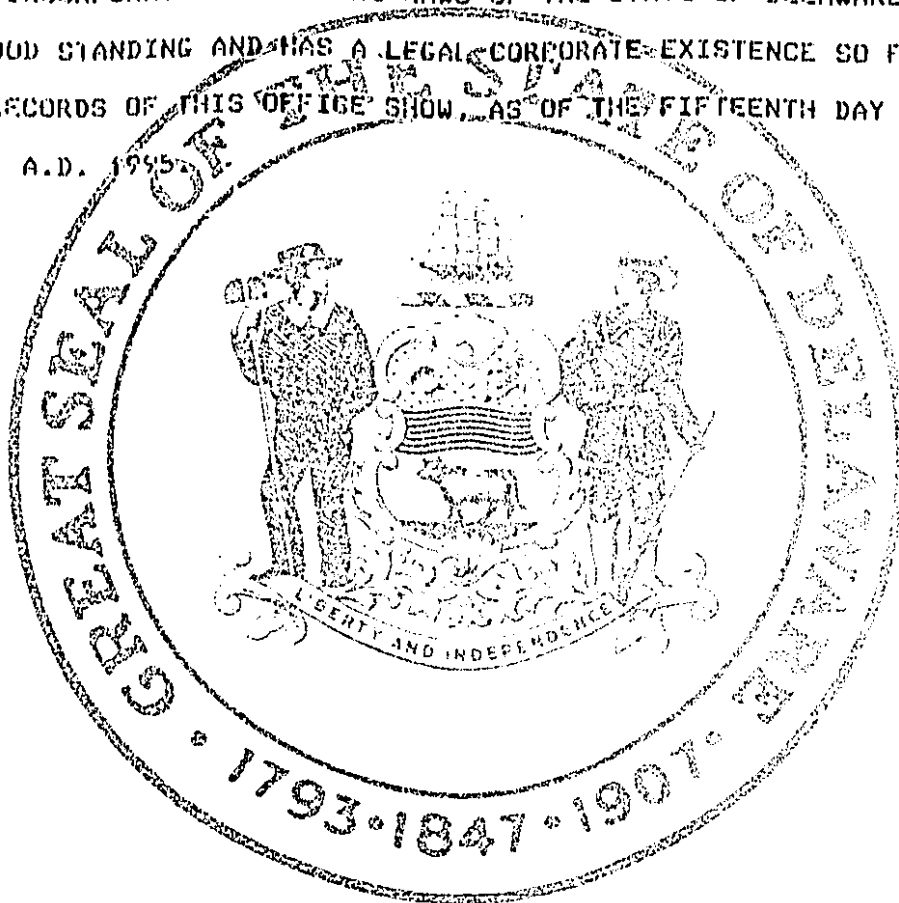
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHRISTIE DESIGN 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 FIFTEENTH DAY OF JUNE, A.D. 1995.



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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7540632

DATE:

06-15-95