

F96000005391

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-10/17/96---01015---001
*****70.00 *****701.00

SUBJECT: AUDIO INTERNATIONAL, 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:

VALERIE SCHMID

(Name of Person)

AUDIO INTERNATIONAL, INC

(Firm/Company)

4929 UNIVERSITY DR.

(Address)

HUNTSVILLE, AL 35816

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 16 AM 9:25

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

VALERIE SCHMID

(Name of Person)

at (205) 830-5020
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

**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. AUDIO INTERNATIONAL, 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 this name at present.)
2. ALABAMA
(State or country under the law of which it is incorporated)
3. 63-1043162
(FEI number, if applicable)
4. 4/26/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. ~~NOT~~ NOT OPEN YET
(Date first transacted business in Florida. (SEE SECTIONS 607.1301, 607.1302, AND 817.133, F.S.))
7. 4929 UNIVERSITY DR.
HUNTSVILLE, AL 35816
(Current mailing address)
8. RETAIL SALES OF AUDIO & VIDEO EQUIPMENT
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: SHAYNE TINGLE
AUDIO VIDEO DESIGN GROUP
Office Address: 14091-E EMERALD COAST PKWY.
DESTIN, Florida, 32541
(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.

M. SHAYNE TINGLE
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 16 AM 9:26

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: DIETER SCHMID

Address: 8370 WALL TRIANA HWY

HARVEST, AL 35749

Vice President: VALERIE SCHMID

Address: 8370 WALL TRIANA HWY

HARVEST, AL 35749

Secretary: VALERIE SCHMID

Address: SAME

Treasurer: _____

Address: _____

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

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

14. VALERIE SCHMID, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS



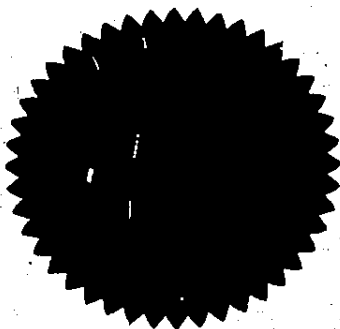
NO. D 04484

State of Alabama
Department of Revenue

Certificate of Good Standing
Domestic Corporation

I, Ernest J. Broadhead, Chief of the Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that AUDIO INTERNATIONAL INC a domestic corporation, incorporated in Madison County on April 29, 1991 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of September 23, 1996



Ernest J. Broadhead
Chief, Corporate Tax Division

ATTEST
Michael G. Gentry
Secretary

95 OCT 1 1996
AM 9:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

F96000005391

Palm Audio Video4920 University Dr., Suite F
Huntsville, Alabama 35810

City/State/Zip

Phone #

Office Use Only

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97 JAN 29 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in☐ Pick up time _____☐ Certified Copy☐ Mail out☐ Will wait☐ Photocopy☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****35.00 *****35.00

RA Chg.

VS FEB 5 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of ALABAMA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: AUDIO INTERNATIONAL, INC.

2. The mailing address of the corporation is: 4929 UNIVERSITY DR., STE. E
HUNTSVILLE, AL 35816

3. Date of incorporation/qualification: _____ Document number: _____

4. The name and address of the current registered agent and office:

SHAYNE TINGLE

14091 EMERALD COAST PKWY., STE. E

DESTIN, FL 32541

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

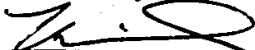
JANE BURNS

14091 EMERALD COAST PKWY, STE. E

DESTIN, FL 32541

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

1/17/97

(Date)

Valerie Schmid, Vice President/Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.



(Signature of Registered Agent)

1/17/97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)