

1201 HAYS STREET
TALLAHASSEE, FL 32301-1500
904-222-9171
222-9171 FAX

800-343-8086

ACCOUNT NO. : 072100000032
REFERENCE : 142397 9955A
AUTHORIZATION : Patricia Pyjunt
COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 142397-005

000001995060--9

CUSTOMER NO: 9955A

CUSTOMER: Ms. Margaret M. Pio
Chiumento Guntharp Emery &
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

FOREIGN FILINGS

NAME: AUDIOMATION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING


CONTACT PERSON: Carina L. Dunlap

FILED
96 NOV -4 PM 12:05
RECEIVED
96 NOV -4 AM 10:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/4

**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. AUDIONATION, 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04 314 5703
(FEI number, if applicable)
4. 1/23/92
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/01/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5 Florida Park Drive
Palm Coast, FL 32137
(Current mailing address)
8. Electronics
(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: Michael D. Chiumento, Esquire
Office Address: 4 Old Kings Road North
Palm Coast, Florida, 32137
(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.
By: 
(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.

FILED
96 NOV -4 PM 12:05
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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

A. DIRECTORS

Chairman: John B. Williams
11B Greencroft Industrial Park
Address: Annfield Plain Co. Durham England DH9 7YB

Vice Chairman: Gillian Williams
11B Greencroft Industrial Park
Address: Annfield Plain Co. Durham England DH9 7YB

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: John B. Williams
11B Greencroft Industrial Park
Address: Annfield Plain Co. Durham England DH9 7YB

Vice President: Gillian Williams
11B Greencroft Industrial Park
Address: Annfield Plain Co. Durham England DH9 7YB

Secretary: Gillian Williams
Address: same as above

Treasurer: Gillian Williams
Address: same as above

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

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

14. JOHN B. WILLIAMS
(Typed or printed name and capacity of person signing application)

FILED
96 NOV -4 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

October 8, 1996

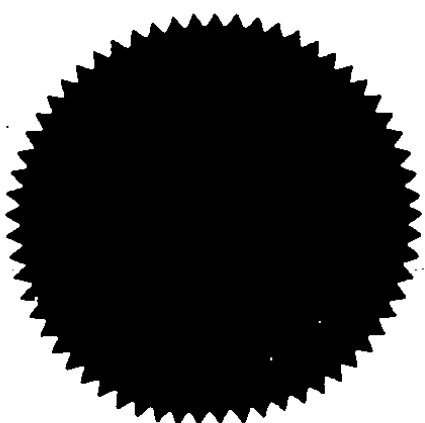
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Audiomation, Inc.

is a domestic corporation organized on **January 24, 1992**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

DEG

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

FILED
96 NOV -4 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA