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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: GREAT AMERICAN AUDIO CORP.

AUDIT NUMBER.....H98000007558

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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. GREAT AMERICAN AUDIO CORP.
(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. State of New York
(State or country under the law of which it is incorporated)
3. 06-0957083
(FEI number, if applicable)
4. 10/8/76 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. Nina Joan Mattikow, c/o Great American Audio Corp.
33 Portman Road, New Rochelle, New York 10801
(Current mailing address)
8. See Rider
(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:

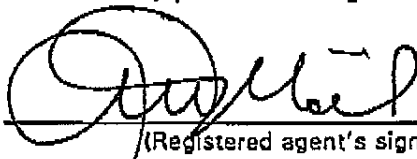
Name: BlumbergExcelsior Corporate Services, Inc.

Office Address: 4435 Old Winter Garden Road

Orlando, Florida, 32802
(Zip Code)

10. Registered agent 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) (Officer)

Marc D. Moel, Asst. Secretary

(Type Name and Title of Officer)

BlumbergExcelsior, 62 White St., NY, NY 10013, 212-431-5000

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

To conduct a general merchandising and trading business, and for the accomplishment thereof to buy or otherwise acquire, hold, sell or otherwise dispose of, deal and trade in as principal, agent or broker, goods, wares, merchandise and personal property of every kind and description, except bills of exchange at wholesale or retail and on commission or otherwise.

To acquire, maintain and operate all buildings and other real property, transportation and other facilities and conveniences, suitable for use in and about the prosecution of its business.

To buy, sell, export and import and generally deal in books, pamphlets, embrouchere, manuscripts of every name and nature, new, rare, or second hand; magazines and papers; musical compositions, paintings, photographs, etchings and other types of pictures.

To compile lists containing the names and mailing addresses of purchasers or prospective purchasers; to address letters and circulars either in longhand, typewriting or any other method to those on the addressing list; to prepare circular letters, blotters and other advertising matter; to sell or lease lists of addresses.

To carry on a general warehouse business; to receive for safekeeping or storage goods, wares, merchandise, and property of all kinds; to take charge of and perform the duty of paying freights, charges, duties on, bonding, receiving, landing, hauling and transferring all such goods, wares and merchandises, to insure or cause to be insured, the owner or owners thereof, against all loss by fire or water, whether in transit or in storage to; advance money upon any property in its custody or upon bills of lading, receipts or certificates representing goods in storage elsewhere or in transit. to issue receipts or certificates for goods, wares or merchandise or property on the premises, or under the control of the corporation at the time of issuing such receipt or certificate, and to hold and improve any real estate as may be necessary in order conveniently and proper to conduct such business.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporation organized under the Business Corporation Law subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York

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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: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: Nina Joan Mattikow

Address: 969 North Street

Greenwich, Connecticut 06830

Director: Gary L. Pike

Address: 172 Field Point Road

Greenwich, Connecticut 06830

(SEE RIDER)

B. OFFICERS

President: Nina Joan Mattikow

Address: 969 North Street

Greenwich, Connecticut 06830

Vice President: Gary Pike

Address: 172 Field Point Road

Greenwich, Connecticut 06830

Secretary: Lee Halpern

Address: 52 Bayberrie Drive

Stamford, Connecticut 06902

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12. A...Directors

*Lee Halpern
52 Bayberrie Drive
Stamford, Connecticut 06902*

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Treasurer: Lee Halpern

Address: 52 Bayberrie Drive

Stamford, Connecticut 06902

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.

GARY L. PIKE
(Typed or printed name and capacity of person signing application)

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State of New York | ss:
Department of State

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I hereby certify, that the certificate of incorporation of GREAT AMERICAN AUDIO CORP. was filed on 06/24/1976, under the name of NOSTALGIA LANE, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment was filed on 10/02/1980.

A Certificate of Amendment NOSTALGIA LANE, INC., changing name to THE GREAT AMERICAN GIFT COMPANY, INC., was filed 05/23/1985.

A Certificate of Amendment THE GREAT AMERICAN GIFT COMPANY, INC., changing name to GREAT AMERICAN AUDIO CORP., was filed 07/25/1986.

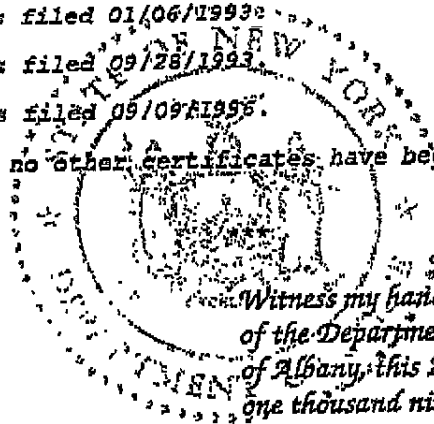
A Certificate of Amendment was filed on 01/25/1988.

A Biennial Statement was filed 01/06/1993.

A Biennial Statement was filed 09/28/1993.

A Biennial Statement was filed 09/09/1995.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of April
one thousand nine hundred and
ninety-eight.

Special Deputy Secretary of State

199804210413 51

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