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C T Corporation System.

Requestor's Name  
 660 East Jefferson Street

Address  
 Tallahassee, FL 32301

City State Zip Phone

500002561175--2  
 -06/16/98--01084--021  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Repton European Holdings, Inc*

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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

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*6/16*

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 DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Recoton European Holdings, 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. Delaware 3. 36-3764914  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/17/91 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. c/o Recoton Corporation, 2950 Lake Emma Road,  
Lake Mary, FL 32746  
(Current mailing address)

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

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Patrick A. Nolan  
(Registered agent's signature) (Officer)

**Patrick A. Nolan**

Assistant Secretary  
(Type Name and Title of Officer)

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

Chairman: Robert L. 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: Joseph H. Massot

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

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

President: Robert L. Borchardt

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

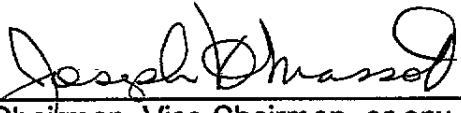
Vice President/ Secretary: Stuart Mont

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

Treasurer: Joseph H. 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. Joseph H. Massot, Treasurer  
(Typed or printed name and capacity of person signing application)

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECOTON EUROPEAN HOLDINGS, INC." 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 TWELFTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9136143

DATE:

06-12-98