

**F98000003421**

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Recoton International Holdings, Inc.  
(Name of corporation)

DOCUMENT NUMBER: F9800000 3421

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Garrett Klayer  
(Name of person)

Recoton Corporation  
(Name of firm/company)

2950 Lake Emma Road  
(Address)

Lake Mary, Florida 32746  
(City/state and zip code)

For further information concerning this matter, please call:

Garrett Klayer at ( 407 ) 833-1634  
(Name of person) (Area code & daytime telephone number)

700005136637--8  
-03/20/02--01050--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 SEP 16 PM 1:56

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

*Janice Chazy*  
*DM*  
*09/16/02*

# RECOTON®

August 29, 2002

Ms. Darlene Connell  
Secretary of State  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Recoton International Holdings, Inc. (F98000003420)  
Recoton European Holdings, Inc. (F98000003421)  
FYE: 2002

## EXECUTIVE OFFICE

Advent  
Ambico  
Ampersand  
AR/Acoustic Research  
Discwasher  
InterAct  
Jensen  
Parsec  
Recoton  
RoadGear  
SoundQuest

Dear Ms. Connell:

Pursuant to our conversation, please find enclosed copies of the following documents originally filed on March 15<sup>th</sup>, 2002:

- Articles of Merger for Recoton International Holdings, Inc. (merging company) and Recoton European Holdings, Inc. (surviving company)
- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Recoton European Holdings, Inc.'s name change.
- Checks to process the applications above.

In addition, I am sending copies of the Application for Withdrawal of Authority for Recoton International Holdings, Inc. filed on May 20<sup>th</sup>, 2002.

According to the Delaware Certificate of Ownership and Merger, it was resolved that the surviving company, Recoton European Holdings, Inc., would change its name to Recoton International Holdings, Inc. At the time of the initial filing, your department could not process our request because Recoton International Holdings, Inc. (the merging company) had not been withdrawn from the state of Florida and the company name was not available. Now that we have finally gathered all the required documentation, we respectfully request that you process the applications and update the records for both companies, accordingly.

\* Please also find enclosed the 2002 Uniform Business Report for Recoton International Holdings, Inc. f/k/a Recoton European Holdings, Inc. with its full payment of \$150.00 (since penalties are to be abated per our discussion on August 29, 2002). \* Did not receive. (Filed by AR on 9-13-02) DC

I want to thank you in advance for your assistance in clearing these matters, and should you have any questions, please do not hesitate to contact me directly at 407-833-1659.

Yours very truly,

María M. De León, CPA  
Senior Tax Accountant Supervisor  
Recoton European Holdings, Inc.  
c/o Recoton Corporation

RECEIVED  
02 SEP 16 AM 10:44  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 26, 2002

GARRETT KLAYER  
RECOTON CORPORATION  
2950 LAKE EMMA ROAD  
LAKE MARY, FL 32746

SUBJECT: RECOTON EUROPEAN HOLDINGS, INC.  
Ref. Number: F98000003421

We have received your document for RECOTON EUROPEAN HOLDINGS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 602A00018006

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F9800000 3421  
\_\_\_\_\_  
Document Number of Corporation (If known)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 SEP 16 PM 1:56

1. Recoton European Holdings, Inc.  
\_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. State of Delaware  
\_\_\_\_\_  
(Incorporated under laws of)

3. June 18, 1998  
\_\_\_\_\_  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 3, 2001

5. Recoton International Holdings, Inc.  
\_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

Joseph H. Massot  
\_\_\_\_\_  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Joseph H. Massot  
\_\_\_\_\_  
(Typed or printed name)

3-15-02  
\_\_\_\_\_  
(Date)

V.P. + Secretary  
\_\_\_\_\_  
(Title)

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RECOTON INTERNATIONAL HOLDINGS, INC." A DELAWARE CORPORATION;

WITH AND INTO "RECOTON EUROPEAN HOLDINGS, INC." UNDER THE NAME OF "RECOTON INTERNATIONAL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2256475 8100M

AUTHENTICATION: 1224545

010320474

DATE: 07-03-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 07/03/2001  
010320474 - 2256475

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
RECOTON INTERNATIONAL HOLDINGS, INC.  
INTO  
RECOTON EUROPEAN HOLDINGS, INC.

*Under Section 253 of the Delaware General Corporation Law*

\* \* \* \* \*

Recoton International Holdings, Inc. DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on November 28, 1989 under the name IJI International Holdings, Inc. pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Recoton European Holdings, Inc., a corporation incorporated on March 5, 1991 under the name IJI European Holdings, Inc. pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Recoton International Holdings, Inc., by the following resolutions of its Board of Directors duly adopted at a meeting held on July 2, 2001, determined to merge itself into Recoton European Holdings, Inc.

RESOLVED, that Recoton International Holdings, Inc. shall be merged into Recoton European Holdings, Inc., its wholly-owned subsidiary, which shall assume all of the rights and obligations of Recoton International Holdings, Inc.

RESOLVED, that the merger shall be effective upon the later of the filing with the Secretary of State of Delaware of a Certificate of Ownership and Merger or July 3, 2001 at 9:00 a.m.

RESOLVED, that one share of stock of Recoton European Holdings, Inc. shall be issued to the sole shareholder of Recoton International Holdings, Inc. for each share of Recoton International Holdings, Inc. stock surrendered by such shareholder.

RESOLVED, that the proposed merger shall be submitted to the sole stockholder of Recoton International Holdings, Inc. at a meeting of such stockholder duly called and held on waiver of notice and upon receiving the affirmative vote of such holder the merger shall be approved.

RESOLVED, that the proper officers of Recoton International Holdings, Inc. are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into Recoton European Holdings, Inc. and the date of adoption thereof, and to cause such certificate to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever whether within or without the State of Delaware which may be in anywise necessary or proper to effect said merger.

RESOLVED, that the name of the surviving corporation shall be changed by changing Article FIRST of the Certificate of Incorporation of Recoton European Holdings, Inc. to read as follows:

FIRST. The name of the corporation is Recoton International Holdings, Inc.

FOURTH: That the merger has been approved by the holder of all of the outstanding stock entitled to vote thereon of Recoton International Holdings, Inc. at a meeting duly called and held on July 2, 2001.

FIFTH: The Certificate of Incorporation of Recoton European Holdings, Inc. is amended to change Article FIRST to read as follows:

FIRST. The name of the corporation is Recoton International Holdings, Inc.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Recoton International Holdings, Inc. at any time prior to the time that this Certificate of Ownership and Merger is filed with the Secretary of State and becomes effective.

IN WITNESS WHEREOF, Recoton International Holdings, Inc. has caused this certificate to be signed by Arnold Kezsbom, its Vice President, this 2<sup>nd</sup> day of July, 2001.

RECOTON INTERNATIONAL  
HOLDINGS, INC.

By: /s/ Arnold Kezsbom  
Arnold Kezsbom, Vice President