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November 4, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Sound Parts, Inc.

Dear Sir:

000002682290--8
-11/06/98--01072--005
*****78.75 *****78.75

Enclosed please find the following:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, which has been duly executed.
2. Certificate of Status from the State of Ohio dated September 22, 1998.
3. Our check in the amount of \$78.75 for your filing fee, Registered Agent designation and Certificate of Status.

It is my understanding that a letter of acknowledgment will be sent from your office upon qualification of the above corporation to transact business in Florida. Please forward such communication to me at the above address.

If anything further is required, please advise me. Thank you for your anticipated cooperation in this matter.

Sincerely,


F. STEVEN HERB

FSH/ema

Encls.

(#5851E)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -6 AM 9:03
12/1/9

**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. Sound Parts, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Ohio

(State or country under the law of which it is incorporated)

3. October 27, 1993

(Date of Incorporation)

4. Perpetual

(Duration)

5. 34-1752595

(Federal Employer Identification number, if applicable)

6. October 1, 1998

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1195 Tallevast Road, Sarasota, FL 34243

(Current mailing address)

8. Manufacturing and sales

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Gerald Caster -- PRESIDENT

Address: 1195 Tallevast Road

Sarasota, FL 34243

~~Vice Chairman:~~ **SECRETARY: SHERIE REYMAN**

Address: 1195 TALLEVAST ROAD

SARASOTA, FLORIDA 34243

~~Director:~~ **TREASURER: BRUCE BASKIN**

Address: 2717 S. ARLINGTON ROAD

AKRON, OHIO 44312

Director: _____

Address: _____

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B. Officers:

President: Gerald Caster
Address: 1195 Tallevast Road, Sarasota, FL 34243

~~Vice President:~~ Sherie Reymann / SECRETARY
Address: 1195 Tallevast Road, Sarasota, FL 34243

Secretary: _____
Address: _____

Treasurer: Bruce Baskin
Address: 2717 S. Arlington Road
Akron, Ohio 44312

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: F. Steven Herb
Office Address: 2070 Ringling Boulevard
Sarasota, Florida 34237
Zip Code

11. 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.

Registered agent's signature: _____

12. 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.

13. Gerald Caster
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Gerald Caster, President/Chief Executive Officer
(Name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SOUND PARTS, INC., an Ohio corporation, Charter No. 856646, having its principal location in Springfield Township, County of Summit, was incorporated on October 27, 1993 and is currently in **GOOD STANDING** upon the records of this office.*

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WITNESS my hand and official
seal at Columbus, Ohio on
September 22, 1998

Bob Taft

Bob Taft
Secretary of State