

Division of Corporations

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**L01000010176**

**Florida Department of State**

**Division of Corporations**

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**To:**

**Division of Corporations  
Fax Number : (850) 205-0383**

**From:**

**Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**LIMITED LIABILITY COMPANY**

**ACE PRO AUDIO, L.L.C.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
ACE PRO AUDIO, L.L.C.**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company ("Company"):

**ARTICLE I**

**Name**

The name of the Company is Ace Pro Audio, L.L.C.

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Company are: 3342 N.E. 171 Street, North Miami Beach, Florida 33160.

**ARTICLE III**

**Initial Registered Agent and Office**

The street address of the initial registered office of the Company is Carlton Fields, P.A., Bank of America at International Place, 100 S.E. 2<sup>nd</sup> Street, Miami, Florida 33131-9101, and the name of its initial registered agent at that address is Jay A. Steinman.

**ARTICLE IV**

**Organizing Member**

The name and address of the member of the Company executing these Articles of Organization is:

**Name**

**Address**

Frederick Rubin

3342 N.E. 171 Street  
North Miami Beach, Florida 33160

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IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, constituting an Authorized Representative of the sole member of this limited liability company, has executed these Articles of Organization this 21 day of June 2001.

By: Jay A. Steinman

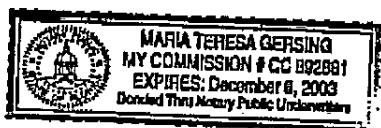
Jay A. Steinman, as  
Authorized Representative

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

) SS:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared Jay A. Steinman, as Authorized Representative of the sole member of the limited liability company, he is personally known to me to be the person described in and who executed the foregoing instrument or who has produced a Florida driver's license as identification and acknowledged before me that he executed the same.



Maria Teresa Gersing  
Notary Public, State of Florida at Large

MARIA TERESA GERSING

Print, Type or Stamp Name:

Commission No.:

My Commission Expires:

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Dated this 21 day of June 2001.

REGISTERED AGENT:

CARLTON FIELDS, P.A.

By: Jay SteinmanName: Jay SteinmanTitle: ShareholderH01000075723 6