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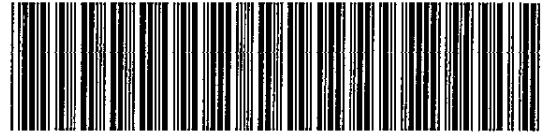
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## The Stanley Wines Law Firm P.A.

60 SECOND STREET S. E. ♦ P.O. BOX 860 ♦ WINTER HAVEN, FL 33882-0860  
TELEPHONE: (863) 299-1263 ♦ FAX: (863) 294-4397

BARRY W. BENNETT  
LARRY S. HELMS  
CRAIG M. SPANJERS  
J. MASON WINES  
FRANK STANLEY  
*Retired*

August 19, 2003

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

RE: **AUDIOWERX OF FLORIDA, LLC**  
Our File No. CB-19033

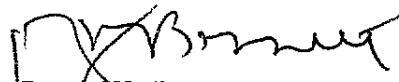
Gentlemen:

Enclosed for filing are Articles of Organization for Audiowerx of Florida, LLC, together with our check in the amount of \$155 for filing fee and a certified copy of same to be returned in the self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,

The Stanley Wines Law Firm, P.A.

  
Barry W. Bennett

BWB:jad

enclosures

cc: Michael E. Dwyer

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ARTICLES OF ORGANIZATION  
FOR  
AUDIOWERX OF FLORIDA, LLC

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The undersigned member hereby certifies to the following in order to form a Limited Liability Company under Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the Limited Liability Company is AUDIOWERX OF FLORIDA, LLC.

ARTICLE II - DURATION

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually, unless the Company is earlier dissolved in accordance with either the provisions of these Articles of Organization, the Operating Agreement or the Florida Limited Liability Company Act.

ARTICLE III - PLACE OF BUSINESS

The mailing address and the street address of this Limited Liability Company shall be 5603 Loma Vista Drive, Champions Gate, Florida 33896, and such other place or places as the members from time to time may determine.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this Limited Liability Company is 603 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

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#### ARTICLE V - MANAGEMENT OF BUSINESS

The Limited Liability Company is to be managed by its Member and the name and address of the Managing Member is:

MICHAEL E. DWYER  
5603 Loma Vista Drive  
Champions Gate, FL 33896

#### ARTICLE VI - REGULATIONS

At the time of executing these articles or organization, the members of the Limited Liability Company shall adopt regulations known as an "Operating Agreement" containing all provisions for the regulation and management of this Company not inconsistent with law and these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this Company.

#### ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company may be continued by the consent of all the remaining members and there is at least one (1) remaining member.

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ARTICLE IX - AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and a certificate of amendment shall be filed, duly signed by all members of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 11<sup>th</sup> day of August, 2003.

James S. Surfer  
May Cleveland  
(Witnesses)

Michael E. Dwyer  
MICHAEL E. DWYER

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **MICHAEL E. DWYER** ( ) who is personally known to me or ( X ) who has produced FL drivers license as identification, known to me to be the sole member of **AUDIOWERX OF FLORIDA, LLC**, and who executed the foregoing Articles of Organization and who acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the county and state named above, this 11<sup>th</sup> day of August, 2003.



Jackie A. Deck  
MY COMMISSION # DD101494 EXPIRES  
May 10, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie A. Deck  
Notary Public - State of Florida  
My Commission Expires:  
My Commission No.

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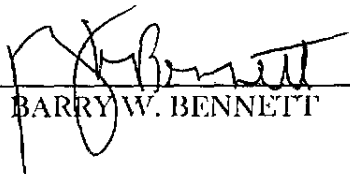
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **AUDIOWERX OF FLORIDA, LLC.**
2. The name and the Florida street address of the registered agent are:

BARRY W. BENNETT  
60 Second Street, S.E.  
Winter Haven, Florida 33880

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
BARRY W. BENNETT

August 11, 2003  
(DATE)