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Florida Department of State
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To:

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

From:

Account Name : GARDNER, WILKES, SHAHEEN & CANDI
Account Number : I20010000158
Phone : (813)221-8000
Fax Number : (813)229-1597

LIMITED LIABILITY COMPANY

Core Audio L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
CORE AUDIO L.L.C.**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this company is **CORE AUDIO L.L.C.**

**ARTICLE II
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement of this company or by operation of law.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 15900 Edgefield Road, Wellington, Florida 33414.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the initial registered agent of this company at such office shall be Merritt A. Gardner.

**ARTICLE V
MANAGEMENT OF COMPANY**

This company is to be a manager-managed company. The names and street addresses of the initial managers of this company, who are to serve as managers until their successor or successors are elected and qualify, are:

Name:

Joshua A. Austin

Address:

15900 Edgefield Road
Wellington, Florida 33414

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Robert Maribelle

1945 Heathridge Drive
West Palm Beach, Florida 33411

ARTICLE VI EQUITY STRUCTURE

The ownership of this company shall be represented by Units having the preferences, rights and obligations specified in the operating agreement of this company. This company shall have Class A Units and Class B Units. Each Class A Unit held by a member of this company shall entitle such member to cast one vote. A Class B Unit shall not entitle a member to any vote. Except for voting rights there shall be no difference between the Class A Units and the Class B Units.

ARTICLE VII OPERATING AGREEMENT

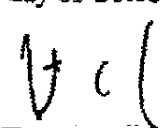
(a) The power to adopt the operating agreement of this company shall be vested in the members of this company. Once adopted, the operating agreement of this company may only be altered, amended or repealed in the manner specified in such agreement.

(b) The operating agreement of this company shall be for the government of this company and may contain any provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or of the United States.

ARTICLE VIII AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended at any time by the members of this company owning the Class A Units.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 16th day of October, 2003.



Merritt A. Gardner
Authorized Representative of
Joshua A. Austin and Robert Maribelle

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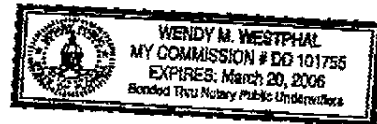
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of October, 2003, by
Merritt A. Gardner. He is personally known to me.

Wendy M. Westphal

Print, Type or
Stamp Name: _____
Notary Public, State of Florida
Serial No., if any: _____



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

MERRITT A. GARDNER, having been named as registered agent to accept service of process for **CORE AUDIO L.L.C.**, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 E. Jackson St., Suite 2400
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 16th day of October, 2003.

MAL

MERRITT A. GARDNER

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