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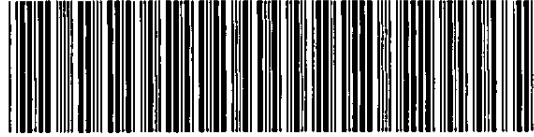
(Business Entity Name)

(Document Number)

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DATE: 12/17/2007

NAME: ION AUDIO, LLC

TYPE OF FILING: CONVERSION/ARTICLES OF ORG.

COST: \$150 + \$30 = \$180 + \$5.00 = \$185.00

RETURN: CERTIFIED COPY & Good Standing

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE

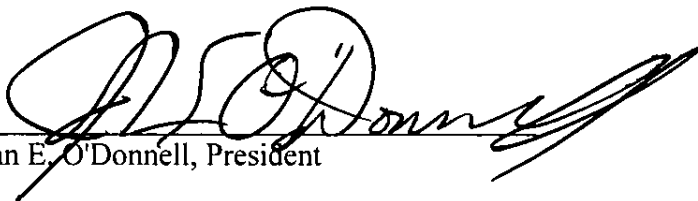


Certificate of Conversion
for ION Audio, LLC
an "Other Business Entity"
into a Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert ION Audio, LLC, an "Other Business Entity", into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **ION Audio, LLC**
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the **State of Rhode Island on August 13, 2002**
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated is: **Florida**
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **ION Audio, LLC**
5. If not effective on the date of filing, enter the effective date: upon filing

Signed this 18th day of December, 2007


John E. O'Donnell, President

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Articles of Organization for
ION Audio, LLC
A Florida Limited Liability Company

Article I
Name

The name of the Limited Liability Company is ION Audio, LLC

Article II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 866 NE 20th Avenue, Fort Lauderdale, FL 33304

Article III
Registered Agent, Registered Office and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, FL 33331

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 as provided for in Chapter 608, Florida Statutes.

Registered Agent's Signature

Tiniesha Clark, Asst. Secretary

Article IV
Manager(s) or Managing Member(s)

The limited liability company shall be member managed and the name and address of each Managing Member is as follows:

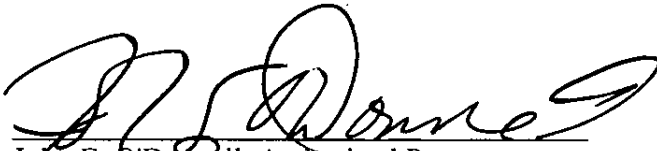
<u>Title:</u>	<u>Name and Address:</u>
MGRM	Numark Industries, LLC 866 NE 20th Avenue Fort Lauderdale, FL 33304

Article V
Effective Date

Effective date, if other than the date of filing: upon filing.

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REQUIRED SIGNATURE:


John E. O'Donnell, Authorized Person

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

H:\Clients\NUMARK\REDOMESTICATION\Jon, LLC\Florida docs\Articles of Organization (12-12-07).doc