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August 11, 1998

00789-00734-00676-00627-0115-0054-00671

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002616095--7
-08/14/98--01035--003
***293.75 ***293.75

Re: Audiovox Specialized Applications, LLC
Application for Authority of Foreign Limited Liability Company to Transact Business in
Florida

500002616095--7
-10/19/98--01122--004
***1188.75 ***1188.75

Dear Sir/Madam:

The above-referenced Delaware Limited Liability Company desires to transact business in the state of Florida. To that end, I have enclosed the following documents for filing with your office:

1. The original and one (1) copy of the Application for Authority of Audiovox Specialized Applications, LLC;
2. An original Certificate of Existence/Good Standing for Audiovox Specialized Applications, LLC issued by the state of its organization, Delaware; and
3. A check in the amount of \$293.75 to cover the cost of this transaction

Please process these documents pursuant to your standard procedure so that they are properly on file with your office and the State of Florida. I have enclosed a preaddressed, stamped envelope and ask that you please return to me a file-stamped copy of the application and a certificate of authority to transact business, for our records.

Thank you for your cooperation. If you have any questions, please do not hesitate to contact me.

Name	MH
Availability	MH
Document Examiner	MH
Updater	MH
Updater Verifier	MH
Assistant Updater	MH
P. Verifier	MH

Sincerely,

Pam Ernsperger
Pamela Ernsperger
Paralegal

pse
enc.

300 North Michigan
South Bend, Indiana 46601
Telephone (219) 232-2031
Fax (219) 232-9789

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1998

PAMELA ERNSPERGER
MAY OBERFELL & LORBER
300 NORTH MICHIGAN
SOUTH BEND, IN 46601

SUBJECT: AUDIOVOX SPECIALIZED APPLICATIONS, LLC
Ref. Number: W98000018649

We have received your document for AUDIOVOX SPECIALIZED APPLICATIONS, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1188.75.

There is a balance due of \$1188.75.

The document must contain the names and street addresses of the members or managers of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 298A00042457

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Audiovox Specialized Applications, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-1844572
(FEI number, if applicable)
4. Audiovox Specialty Markets Company, L.P.
was formed 12/27/91 and converted to
(Date of Organization)
5. February 28, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Audiovox Specialized Applications, LLC on 3/1/97
March 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 15 East North Street
Dover, Delaware 19901
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>Audiovox Corporation</u>	<u>MGRM</u>		
<u>150 Marcus Blvd.</u>			
<u>Hanappauge, NY 11788</u>			

<u>ASA Electronics Corporation</u>	<u>MGRM</u>		
<u>23319 Cooper Drive</u>			
<u>Elkhart, IN 46514</u>			

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUDIOVOX SPECIALIZED APPLICATIONS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JULY, A.D. 1998.

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Edward J. Freel
Edward J. Freel, Secretary of State

9179668

AUTHENTICATION:

07-06-98

DATE:

**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:

Audiovox Specialized Applications, LLC

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

Phillip Slomick

(Name)

18757 SW 31st Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Dunnellon

FL

34433

City/State/Zip

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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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Audiovox
Specialized Applications, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 3,878,640
Audiovox Corporation 7,275,000
ASA Electronics Corp. (3,396,360)
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 3,878,640
(This total includes amounts from 2 and 3 above.)



[Signature]
Signature of a member or an authorized representative of a member.

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

ASA Electronics Corporation, Member

By: Thomas E. Irions, President

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit