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Megias, McCabe & Samiljan
Attorneys At Law

Carlos M. Megias
Timothy P. McCabe
Steven T. Samiljan

2135 South Congress Avenue # 3C, West Palm Beach, Florida 33406 Phone: 561 969-3344 Fax: 561 969-9698

February 2, 2000

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

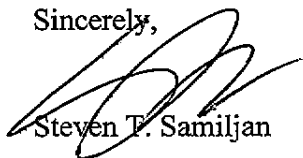
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****122.50 ****78.75

Re: **Audio & Electronics of Palm Beach, Inc.**

To Whom it May Concern:

Enclosed are the Articles of Incorporation of **Audio & Electronics of Palm Beach, Inc.**, together with a check in the amount of \$122.50 made payable to the Secretary of State for the filing fees.

Sincerely,


Steven T. Samiljan

STS:ajs
Enclosures

FILED
00 FEB -7 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OB
2-14-00
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ARTICLES OF INCORPORATION OF
AUDIO & ELECTRONICS OF PALM BEACH, INC.

ARTICLE I - NAME

The name of the Corporation is **Audio & Electronics of Palm Beach, Inc.**

ARTICLE II - COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any and all lawful business pursuits.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) par value.

ARTICLE V - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than one (1) Director, and not more than three (3) Directors in accordance with the By-Laws. The names and addresses of the initial directors of this Corporation are:

Robert Sayre
354 Hyatt Road
Palm Beach Gardens, Florida 33418

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is **354 Hyatt Road, Palm Beach Gardens, Florida 33418.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address is **354 Hyatt Road, Palm Beach Gardens, Florida 33418.**

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles of Incorporation is: **Robert Sayre.**

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any person as recited in Florida Statute 607.014 to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this **2nd** day of **February, 2000.**

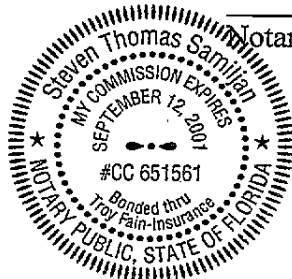

Robert Sayre

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this **2nd** day of **February, 2000**, by **Robert Sayre**. He is personally known to me or produced his Florida drivers license as identification.


Notary Public/State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

That **Audio & Electronics of Palm Beach, Inc.**, desiring to organize under the laws of the State of Florida, has named **Robert Sayre, 354 Hyatt Road, Palm Beach Gardens, Florida 33418**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act to this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



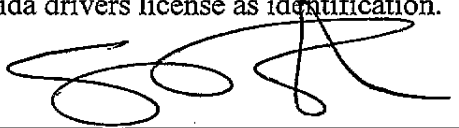
Robert Sayre

DATE: February 2, 2000

STATE OF FLORIDA
COUNTY OF PALM BEACH

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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My Commission Expires:

