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TRANSMITTAL LETTER

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

600003181706--1
-03/23/00--01080--002
*****70.00 *****70.00

SUBJECT: Probe Audio Service Inc.
(proposed corporate name)

Enclosed please find an original copy of the Articles of
Incorporation for the above corporation and a check in the
amount of \$70.00.

FROM: Stephen Carroll
Name

755 Cumberland Terrace
Address

Davie, Florida 33325
City, State & Zip

(954) 915-0793
Telephone Number

Note: Additional copy of articles is needed when
certified copy is requested.

00 MAR 23 PM 5:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC.
3-2800

ARTICLES OF INCORPORATION
OF
PROBE AUDIO SERVICE INC.

FILED
00 MAR 23 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Probe Audio Service Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Probe Audio Service Inc.
755 Cumberland Terrace
Davie, Florida 33325

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares.

ARTICLE IV

The name and address of the initial registered agent is:

Stephen Carroll
755 Cumberland Terrace
Davie, Florida 33325

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

1. Stephen Carroll
755 Cumberland Terrace
Davie, Florida 33325

The undersigned has executed these Articles of Incorporation this 17th day of March, 2000.

 President/Sec.
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 MAR 23 PM 5:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Probe Audio Service Inc.

2. The name and address of the registered agent and office is:

Stephen Carroll
(Name)

755 Cumberland Terrace
(P. O. Box not acceptable)

Davie, Florida 33325
(City/State/Zip)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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

Stephen Carroll

DATE March 17, 2000

REGISTERED AGENT FILING FEE \$35.00