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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ML Car Audio Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

N. Culligan DEC 26 2000

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ML Car Audio Inc.

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ARTICLE II PRINCIPAL OFFICE

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

ML Car Audio Inc.

**377 FLAMINGO AVENUE
NAPLES, FL 34108**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**MICK G. LYRISTAKIS
377 FLAMINGO AVENUE
NAPLES, FL 34108**

Prepared By:

Bruce B. Hubbard

77 East John St.

Hicksville, New York 11801

1-516-935-3940

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ARTICLES V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**MICK G. LYRISTAKIS
377 FLAMINGO AVENUE
NAPLES, FL 34108**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of DEC 2000.

A handwritten signature in black ink, appearing to read "Mick G. Lyristakis", is written over a horizontal line.

**MICK G. LYRISTAKIS
SIGNATURE**

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **ML Car Audio Inc.**

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

MICK G. LYRISTAKIS

Name

377 FLAMINGO AVENUE

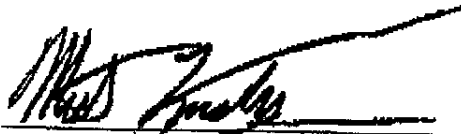
(P.O. Box or Mail Drop Box NOT Acceptable)

NAPLES, FL 34108

(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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

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MICK G. LYRISTAKIS
SIGNATURE

DEC 22, 2000

(Date)

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