



THE UNITED STATES
CORPORATION
COMPANY

10000032795

ACCOUNT NO. : 072100000032

REFERENCE : 091695 7265061

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 MAR 30 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 26, 2001

ORDER TIME : 1:33 PM

ORDER NO. : 091695-001

100003932691--2

CUSTOMER NO: 7265061

CUSTOMER: Mr. James G. Chapman
Mr. James G. Chapman

1373 Barber Street

Sebastian, FL 32958

DOMESTIC FILING

NAME: THE AUDIO COACH INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

Pat 3/30/01

RECEIVED
01 MAR 30 PM 4:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

01 MAR 30 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE AUDIO COACH INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE AUDIO COACH INC.

The address of the principal office of this corporation shall be 1373 Barber Street, Sebastian, Florida 32958, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on March 30, 2001.



Its Agent, Laura R. Dunlap

scm

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1373 Barber Street, Sebastian, Florida 32958, and the name of the initial registered agent of the corporation at that address is James Chapman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The name and address of the initial member of the Board of Directors is:

James Chapman
Dir.

1373 Barber Street
Sebastian, Florida 32958

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

JIM CHAPMAN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

THE AUDIO COACH INC.

JIM CHAPMAN is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: JIM CHAPMAN

scm