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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : GARY M. BERKSON, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

AUDIO ONE, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
AUDIO ONE, INC.

ARTICLE I

Name and Mailing Address. The name of the Corporation is AUDIO ONE, INC. (the "Corporation"). The street address of the principal office and the mailing address of the Corporation is 5301 Spring Run Avenue, Orlando, FL 32819.

ARTICLE II

Business and Activities. The Corporation may, and is authorized to, engage in the business of audio equipment design, sales, rental, and service or any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 1132 Symonds Avenue, Winter Park, FL 32789 and the name of the initial registered agent of the Corporation at that address is GARY M. BERKSON.

ARTICLE VI

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the

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Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Initial Board of Directors. The name and street address of each member of the Corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
GEOFFREY WEXLER	5301 Spring Run Avenue Orlando, FL 32819
JAVIAR TABOAS	9941 Dean Oaks Court Orlando, FL 32825
JOSE RIVERA	5301 Spring Run Avenue Orlando, FL 32819

ARTICLE VIII

Incorporator. The name and street address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
GARY M. BERKSON	1132 Symonds Avenue Winter Park, FL 32789

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

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ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19th day of April, 2001.


GARY M. BERKSON

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY M. BERKSON, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of April, 2001.


CYNTHIA L. BARTHOLOMEW
NOTARY PUBLIC

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

AUDIO ONE, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. AUDIO ONE, INC., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1132 Symonds Avenue, Florida 32789, has named GARY M. BERKSON whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for AUDIO ONE, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



GARY M. BERKSON

Dated: April 19, 2001

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