

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

Audio Perfection, Inc

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
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**ARTICLES OF INCORPORATION
OF**

AUDIO PERFECTION, INC.

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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 Audio Perfection, Inc.

ARTICLE II

The general matter of the business to be conducted by the corporation shall be:

- a. Operation and installation of audio and visual equipment and to engage in any other lawful enterprise.
- b. To purchase, or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any tradenames, trademarks, concessions, inventions, formulae, improvements processes of any nature whatsoever, copyrights and letter patent of the United States, or foreign countries, and to accept and grant licenses thereunder.
- c. To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any of the said shares of capital stock or bonds or other property to exercise all the rights, powers, and privileges of ownership of every kind and description including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural person might or could be.
- d. To purchase, hold, sell and reissue the shares of its own capital stock.
- e. To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, goodwill and assets of any person, firm association or

corporation (either foreign or domestic) engaged in business of the same general character as that for which this corporation is organized.

f. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also guarantee and secure the payment of satisfactions of interest on obligations and of dividends on shares of the capital stock of the other corporations, also to assume the whole or any part of the liabilities existing or prospective, of any person, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, enhancement of the value of such stocks, bonds, or other obligations.

g. To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

h. Without in particular limiting any of the objects and power of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds, and other obligations in payment for property purchased or acquired by it, or for any other object in and about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds, or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

i. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interest of the corporation or enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, to hold, purchase, mortgage, and convey real and personal property, either in or out of the State

of Florida, and to have and to exercise all powers conferred by the laws of Florida upon corporations formed under the act pursuant to and under which this corporation is formed.

ARTICLE III

The amount of stock authorized shall be 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the corporation's initial principal office shall be 1492 Laurel Oak Drive, Orange Park, Florida 32003.

ARTICLE VII

The name of its registered agent shall be Kimberly Sani Mikos, whose address is 1492 Laurel Oak Drive, Orange Park, Florida 32003.

ARTICLE VIII

The number of directors of the corporation shall be fixed from time to time by the By-Laws, and the number may be altered as therein provided. In cases of any increase in the number of directors, the additional directors shall be elected as provided by the By-Laws, by the directors, or by the stockholders at any annual or special meeting. In case of any vacancy in the Board of Directors, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place is vacant and until his successor shall be duly elected and qualified.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

- a. To make, alter, amend and repeal the By-Laws of the corporation.
- b. To remove at any time any officer elected or appointed by the Board of Directors by only the affirmative vote of a majority of the whole Board of Directors. Any other officer or employee of the corporation may be removed at any time by vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by the vote of the Board of Directors.
- c. To designate, by resolution passed by a majority of the whole board, two or more of their number, to constitute an executive committee, who to the extent provided in said resolution or in the By-Laws of the corporation, shall have and exercise powers of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it. A majority of such committee shall constitute a quorum for the transaction of business.
- d. To designate any other standing committee by the affirmative vote of a majority of the whole board, and such standing committee shall have any and may exercise such powers as shall be conferred or authorized by the By-Laws, including the power to cause the seal of the corporation to be affixed to any papers which may require it.
- e. From time to time, to fix and vary the sum to be reserved over and above its capital stock paid in before declaring any surplus or net profits over and above the stock paid in; to fix the time declared for any paying for any dividends, and, unless otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of bonds or other obligations or shares of its own capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient and neither the stocks, bonds, or other property so acquired shall be regarded as accumulated profits for the purpose

of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

f. From time to time to determine whether and to what extent and what time and place and under what conditions and regulations the accounts and books of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect an account, book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

g. With the written consent of the holders of two-thirds of its issued and outstanding stock of all classes, without a meeting, or pursuant to the affirmative vote in person or by proxy of the holders of two-thirds of its issued and outstanding stock of all classes, at any meeting, either annual or special, called as provided by the By-Laws, the Board of Directors, may sell, convey, assign, transfer, or otherwise dispose of any part of or all of the property, assets, rights and privileges of the corporation as an entirety, for the stocks, bonds, obligations or other securities of another corporation of this or any other state, territory, colony, or foreign country, or for cash, or party cash, credit or property, or for such other consideration as the Board of Directors, in their absolute and uncontrolled discretion may determine.

h. The corporation may, by its By-Laws, confer upon the director powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

The name and post office address of the members of the first Board of Directors, and the first officers, who unless otherwise provided, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>TITLE/POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Kenneth Russell Mikos, Jr.	1492 Laurel Oak Drive Orange Park, Florida 32003
President	Patrick Wheeler	10201 W. Beaver Street Jacksonville, Florida 32220

Vice President	William Dolsen	8918 Trilby Avenue Jacksonville, FL 32244
Secretary	Kimberly Sani Mikos	1492 Laurel Oak Drive Orange Park, Florida 32003
Treasurer	Kimberly Sani Mikos	1492 Laurel Oak Drive Orange Park, Florida 32003

The undersigned hereby subscribes to the Articles of Incorporation and agrees to take the number of shares as indicated.

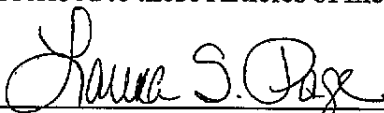
<u>NAME</u>	<u>No. OF SHARES</u>
Kenneth Russell Mikos, Jr.	33 1/3
Patrick Wheeler	33 1/3
William Dolsen	33 1/3



 Kenneth Russell Mikos, Jr.

**STATE OF FLORIDA
 COUNTY OF DUVAL**

BEFORE ME, a Notary Public, personally appeared Kenneth Russell Mikos, Jr., to me known to be the person described as Incorporator or whom has produced as identification his Florida Driver's License No: M220-516-68-213-0, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on Audio Perfection, Inc.

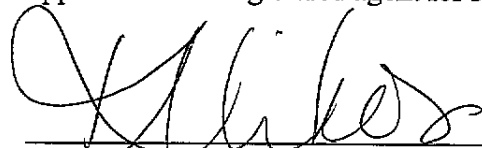


 NOTARY PUBLIC—STATE OF FLORIDA



[Print, type or stamp commissioned name of notary.]

I, Kimberly Sani Mikos, do hereby accept the appointment as registered agent for service of Audio Perfection, Inc.



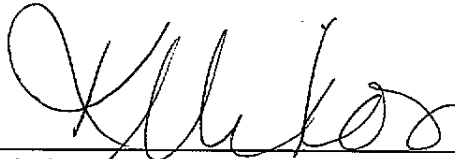
 Kimberly Sani Mikos

CERTIFICATE OF DESIGNATION
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 designation the registered office / registered agent, in the State of Florida.

1. Corporation Name: **AUDIO PERFECTION, INC.**
2. Registered Agent Name and Address:

Kimberly Sani Mikos
1492 Laurel Oaks Drive
Orange Park, Florida 32003



DATED: 6-27-01

Kimberly Sani Mikos
Registered Agent for Audio Perfection, Inc.

TITLE:

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.

DATED: 6-27-01


Kimberly Sani Mikos

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