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MICHAEL E. GREENE, P.A.

LAW OFFICE

9900 West Sample Road, Suite 324  
Coral Springs, Florida 33065  
Telephone: (954) 755-5785  
Telefax: (954) 755-9859

November 6, 2001

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-11/09/01--01021--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: AUDIO STORAGE TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation for profit. Also, enclosed is a check in the amount of \$70.00 for filing fees.

Please return a file-stamped copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

MICHAEL E. GREENE, P.A.

*Michael E. Greene*  
Michael E. Greene

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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enclosures

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ARTICLES OF INCORPORATION  
of  
AUDIO STORAGE TECHNOLOGIES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF CORPORATION

The name of this Corporation shall be "AUDIO STORAGE TECHNOLOGIES, INC.".

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The total authorized capital stock of this Corporation is 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV  
PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Any shareholder may elect to exercise only a portion of his or her preemptive right and waive the remainder.

ARTICLE V  
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI  
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 1350 N.E. 56th Street, Suite 100, Fort Lauderdale, Florida 33334. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII  
NUMBER OF DIRECTORS

This Corporation shall have at least one (1) Director. The initial Director shall be FRED L. CLARK.

ARTICLE VIII  
INCORPORATOR

The name and street address of the Incorporator is: MICHAEL E. GREENE, 9900 West Sample Road, Suite 324, Coral Springs, Florida 33065

ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is MICHAEL E. GREENE, P.A., 9900 West Sample Road, Suite 324, Coral Springs, Florida 33065, and the name of the initial registered agent of the Corporation at that address is MICHAEL E. GREENE.

ARTICLE X  
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence upon filing of these Articles.

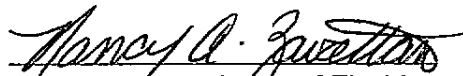


Michael E. Greene, INCORPORATOR

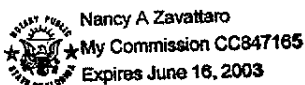
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day Michael E. Greene, who is personally known to me, appeared before me and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal this 6th day of November, 2001.

  
Notary Public, State of Florida

My commission expires:



FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

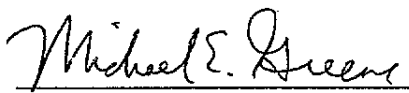
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following  
is submitted in conjunction with articles of incorporation:

That **AUDIO STORAGE TECHNOLOGIES, INC.** desiring to organize under  
the laws of the State of Florida, with its Registered Office as indicated in the Articles  
of Incorporation at the office of MICHAEL E. GREENE, P.A., 9900 West Sample Road,  
Suite 324, Coral Springs, FL 33065, and MICHAEL E. GREENE, as its Registered  
Agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated  
corporation at the place designated in this Certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.



MICHAEL E. GREENE,  
REGISTERED AGENT