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TRANSMITTAL LETTER

FILED  
01 NOV 15 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

8000004683788--8  
-11/15/01--01044--024  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Quiet Technology Sales, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Richard L. Richards  
Name (Printed or typed)

2000 N.W. 62<sup>nd</sup> Ave  
Address

Miami, FL 33122  
City, State & Zip

(305) 871-6606  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN NOV 19 2001

**ARTICLES OF INCORPORATION  
OF  
QUIET TECHNOLOGY SALES, INC.**

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**ARTICLE I**

The name of the corporation is Quiet Technology Sales, Inc.

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is:

2000 N.W. 62<sup>nd</sup> Avenue  
Building 711  
Miami, Florida 33122

Mailing Address:  
P.O. Box 523726  
Miami, Florida 33152

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-laws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 2000 N.W. 62<sup>nd</sup> Avenue, City of Miami, County of Miami-Dade, State of Florida 33122, and the name of its initial registered agent at such office is Richard L. Richards.

## ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Barry H. Fine  
2000 N.W. 62<sup>nd</sup> Avenue  
Miami, Florida 33122

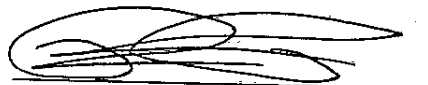
## ARTICLE VII

The name and address of the Incorporator is Richard L. Richards at P.O. Box 523726, Miami, Florida 33152.

## ARTICLE VIII

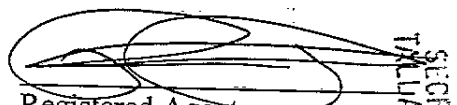
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1<sup>st</sup> day of November 2001.

  
Incorporator

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named Registered Agent of Quiet Technology Sales, Inc. accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.

  
Registered Agent  
Dated: November 1, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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