

PO1000112783



ACCOUNT NO. : 072100000032

REFERENCE : 242380 7193709

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
2001 NOV 27 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 27, 2001

ORDER TIME : 1:56 PM

ORDER NO. : 242380-005

CUSTOMER NO: 7193709

CUSTOMER: Kristy Hair, Legal Asst
Greenberg Traurig, P.a.

Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DIRECTED AUDIO, INC.

EFFECTIVE DATE:

900004695669--5..

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

6024
W01-27004

11/28/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 27, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DIRECTED AUDIO, INC.
Ref. Number: W01000027006

We have received your document for DIRECTED AUDIO, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 201A00062961

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01 NOV 28 AM 11:27
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TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

DIRECTED AUDIO, INC.

FILED

2001 NOV 27 PM 1:23

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I

Name

The name of the Corporation is Directed Audio, Inc. and the address of the principal office and the mailing office of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

Registered Agent and Office

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE V

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VI

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Directors

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.

ARTICLE VIII

Incorporator

The name of the Incorporator is Brian H. Blaney, Esq. and the address of the Incorporator is 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

ARTICLE IX

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any officer or director, or any former officer or director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

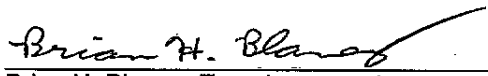
Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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 27th day of November, 2001, and affirms that the statements made herein are true under the penalties of perjury.



Brian H. Blaney, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

Corporation Service Company

By its Agent

Brian Courtney
as its agent

Dated: November 28, 2001

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2001 NOV 27 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA