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**MERGER OR SHARE EXCHANGE**  
**DIRECTED ELECTRONICS, INC.**

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**ARTICLES OF MERGER**

**of**

**DIRECTED AUDIO, INC., a Florida corporation**

**into**

**DIRECTED ELECTRONICS, INC., a California**

Pursuant to the provisions of Sections 607.1101, 607.1103, 607.1104, 607.1105, and 607.1107 of the Florida Business Corporation Act, Directed Audio, Inc., a Florida corporation ("Directed Audio") and Directed Electronics, Inc., a California corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Directed Audio with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of Directed Audio are held by the Surviving Corporation.

**First:** The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1104 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

**Second:** The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

**Third:** The Plan of Merger was adopted by the Board of Directors of Directed Audio at a meeting held on March 10, 2004. Approval of the sole shareholder of Directed Audio was not required.

**Fourth:** The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the Surviving Corporation at a joint meeting held on March 10, 2004.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of Directed Audio and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officers, on this 10 day of March, 2004.

DIRECTED AUDIO, INC.

By: 

Name: Jon E. Elias

Title: Vice President

DIRECTED ELECTRONICS, INC.

By: 

Name: Jon E. Elias

Title: Vice President

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**EXHIBIT A**

**Plan of Merger**

See attached.

**PLAN OF MERGER  
MERGING  
DIRECTED AUDIO, INC.  
WITH AND INTO  
DIRECTED ELECTRONICS, INC.**

This Plan of Merger has been prepared in accordance with Section 1110 of the California Corporations Code and Section 607.1104 of the Florida Business Corporation Act.

1. Directed Electronics, Inc. ("Parent"), which is a business corporation of the State of California and the parent corporation and owner of all of the outstanding shares of Directed Audio, Inc. ("Directed Audio"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Directed Audio into Parent, with Parent surviving the merger, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Parent.

2. The separate existence of Directed Audio shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. Parent shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and liabilities and debts of Directed Audio at the effective time and date of the merger.

4. The issued shares of Directed Audio shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

This Plan of Merger was adopted and approved by (i) the Board of Directors of Directed Audio, Inc., (ii) the Board of Directors of Directed Electronics, Inc., and (iii) the sole shareholder of Directed Electronics, Inc., at a joint meeting held on March 10, 2004.

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IN WITNESS WHEREOF, the undersigned officers of Directed Audio, Inc. and Directed Electronics, Inc. acknowledge that the facts stated herein are true.

DIRECTED AUDIO, INC.

By: 

Name: Jon E. Elias  
Title: Vice President

By: 

Name: Marilyn D. Kuffner  
Title: Secretary

DIRECTED ELECTRONICS, INC.

By: 

Name: Jon E. Elias  
Title: Vice President

By: 

Name: Marilyn D. Kuffner  
Title: Secretary

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