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February 28, 2002

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-03/04/02--01043--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: ARTICLES OF INCORPORATION  
TROPICAL AUTO ACCESSORIES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is our firm's check in the amount of \$78.75.

Please send a copy of the Articles of Incorporation in the self-addressed, stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.



Timothy Nicholas Thomas, Esquire  
TNT/jea

Enclosures

FILED  
2002 MAR -4 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

3/8/02

ARTICLES OF INCORPORATION  
OF  
TROPICAL AUTO ACCESSORIES, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is **Tropical Auto Accessories, Inc.**

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business. The specific nature of the corporation's business is car audio installation. The corporation's principal office and mailing address is **131 Tequesta Street, Tavernier, Florida 33070.**

ARTICLE IV

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is **99198 Overseas Highway, Suite #8, Key Largo, Florida 33037**, and the name of the initial registered agent of this corporation is **Timothy Nicholas Thomes**, 99198 Overseas Highway, Suite 8, Key Largo, Florida 33037, whose mailing address is P. O. Box 3318, Key Largo, Florida 33037.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata

share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

#### ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and home addresses of the initial directors of this corporation are:

**Nicholas Lee:** 142 Venetian Way  
Islamorada, Florida 33036

**Randel S. Hendrick:** 146 Venetian Way  
Islamorada, Florida 33036

**John R. Brehm, Jr.** 131 Tequesta Street  
Tavernier, Florida 33070

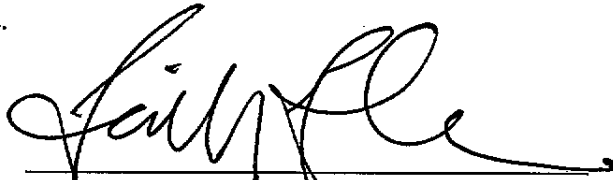
#### ARTICLE VIII

The name and address of the person signing these articles are: Timothy Nicholas Thomes, Esq. 99198 Overseas Highway, Suite #8, P. O. Box 3318, Key Largo, Florida 33037.

#### ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 28 day of February, 2002.

  
Timothy Nicholas Thomes  
Subscriber

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF MONROE    )

I hereby certify that on this 28 day of February, 2002, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared TIMOTHY NICHOLAS THOMES, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation and he did take an oath.



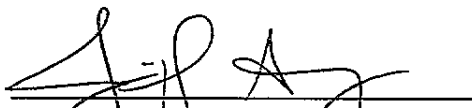
OFFICIAL SEAL

Jennifer E. Avery

CC# 768213

My Commission Expires August 2006

My Commission Expires:  
My Commission Number Is.

  
NOTARY PUBLIC

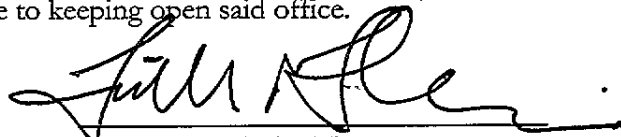
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Florida Statutes, the following is submitted, in compliance with said Act.

First – TROPICAL AUTO ACCESSORIES, INC., desiring to organize under the laws of  
the State of Florida with its principal office as indicated in the Articles of Incorporation at Key  
Largo, County of Monroe, State of Florida, has named TIMOTHY NICHOLAS THOMES, ESQ.,  
located at 99198 Overseas Highway, Suite 8, Key Largo, Florida 33037, County of Monroe, as its  
agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above for the above stated  
corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping open said office.

  
Timothy Nicholas Thomes

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