UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue

Tallahassee, Florida 32301 (850) 681-6528 June 19, 2002

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<u>)</u>	MANU Y M. L. M. A. L. J.	CORPORATION NAME (S) AND DOCUL Car Audio, Inc.	MENT NUMBER (S):
	Filing Evidence  ☑ Plain/Confirmation Copy	Type of Docum  ☐ Certificate of Sta	ent tus od Standing uments to Include udments
	□ Certified Copy	□ Certificate of Go	od Standing
		□ Articles Only	
	Retrieval Request  Photocopy	□ All Charter Doci Articles & Amer □ Fictitious Name	uments to Include adments Certificate
	□ Certified Copy	□ Other	413
	NEW FILINGS	AMENDMENTS	02 Jan 1
X	Profit	Amendment	1
	Non Profit	Resignation of RA Officer/Director	80 05 EARL
	Limited Liability	Change of Registered Agent	30.05
<u> </u>	Domestication	Dissolution/Withdrawal	
	Other	Merger	
			05856326—-7 /19/0201016003
	OTHER FILINGS	REGISTRATION/QUALIFICATION ***	**140.00 *****70.00
	Annual Reports	Foreign	
	Fictitious Name	Limited Liability	· ·
	Name Reservation	Reinstatement	
	Reinstatement	Trademark	
		Other	

#### ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE TALLAHASSEE FLORIDA

### PLAYTIME CAR AUDIO, INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

#### ARTICLE I. NAME.

The name of this corporation shall be named and known as **PLAYTIME CAR AUDIO, INC.** 

#### ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

# ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

# ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

# ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The names of the initial registered agents of the corporation at its initial registered office, and the street address and the mailing address of its initial principal office, is as follows:

NAME

ADDRESS

GAIL I. TINSLEY

2943 SW 3RD TERRACE OKEECHOBEE, FL. 34974

### ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2). The corporation shall have two (2) Directors initially, and the name and address of the initial Directors are as follows:

GAIL I. TINSLEY

2943 SW 3RD TERRACE OKEECHOBEE, FL. 34974

DAVID TINSLEY

2943 SW 3RD TERRACE OKEECHOBEE, FL. 34974

# ARTICLE VII. PREEMPTIVE RIGHTS.

Each shareholder, upon issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

#### ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders.

Bylaws adopted, altered, amended or repealed, by the shareholders of the corporation may not be repealed, altered, amended or re-adopted by the Board of Directors if the shareholders so provide.

# ARTICLE IX. INCORPORATORS.

The names and the address of the person(s) signing these
Articles of Incorporation are as follows:

GAIL I. TINSLEY

2943 SW 3RD TERRACE OKEECHOBEE, FL. 34974

DAVID TINSLEY

2943 SW 3RD TERRACE OKEECHOBEE, FL. 34974

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I hereby state that I am familiar with and accep62thW 19 ANII: LL duties and responsibilities as registered agent SECRETARY OF STATE Corporation and the registered agent signatures.

IN WITNESS WHEREOF, the person(s) executing these Articles of Incorporation has caused his hand and seal to be set this thirtieth day of MAY, 2002.

Hail J. Tursy

STATE OF FLORIDA

COUNTY OF LEE

Before me personally appeared GAIL I. TINSLEY known to me to be the individuals described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this thirtieth day of May, 2002.

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My Comission Expires:

\_Notary Public

