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TRANSMITTAL LETTER

FILED

02 JUL 17 PM 3:16

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/17/02--01014--009
*****70.00 *****70.00

SUBJECT: FIRST AUDIO, 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. Pietzschman Jr CPA
Name (Printed or typed)

3046 Martin Street
Address

Orlando, FL 32806
City, State & Zip

407-375-1050
Daytime Telephone number

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE ONE: The name of this Corporation shall be First Audio, Inc.

ARTICLE TWO: The existence of the Corporation shall be perpetual.

ARTICLE THREE: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR: The amount of total capital stock of the Corporation shall be divided into ten thousand (10,000) shares with no-par value.

ARTICLE FIVE: The street address of the initial Registered Office shall be 3046 Martin Street, Orlando, Florida 32806, and the initial Registered Agent at that address shall be Richard L. Pietschman, Jr., CPA.

ARTICLE SIX: The street address of the initial Principle Office of the Corporation shall be 4960 S. Orange Avenue, Orlando, Florida 32806.

ARTICLE SEVEN: The number of Officers/Directors constituting the initial Board of Directors shall be two. The names and addresses of the persons who shall serve as members of the initial Officers/Board of Directors are as follows:

Richard F. Baity	V.P./Sec.	4960 S. Orange Ave., Orlando, FL 32806
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Jennifer E. Baity	Pres./Sec.	4960 S. Orange Ave., Orlando, FL 32806
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ARTICLE EIGHT: The name and address of the person signing these Articles of Incorporation as Incorporator is Richard F. Baity.

ARTICLE NINE: All of the Corporation's Authorized Capital Stock will be one class "Common Stock" and be considered Small Business Stock under IRC Section 1244.

ARTICLE TEN: All of the issued stock of all classes shall be subject to the following restrictions on transfer. Each stockholder shall offer to the corporation or to other stockholders of the Corporation a thirty (30) day "first right" option to purchase his/her stock.

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ARTICLES OF INCORPORATION 02 JUL 17 PM 3:16

OF
FIRST AUDIO, INC.
(continued)

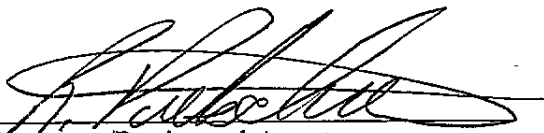
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TEN:(cont.) Upon the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his/her death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or Personal Representative of each stockholder.

ARTICLE ELEVEN: The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE TWELVE: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

7/1/02
Date


Signature/Incorporator

7-1-02
Date