

P03000145669

(Requestor's Name)

M. CUSMANO  
P. O. BOX 272471  
TAMPA, FL 33688

(Address)

(City/State/Zip/Phone #)

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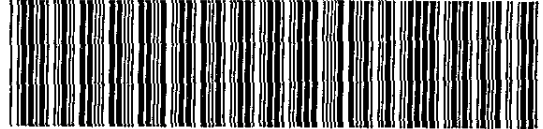
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Ambiance Audio Services, Inc.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Ambiance Audio Services, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation is 8610 Cobbler Place, Tampa, Florida, 33615 (Mailing Address: Post Office Box 272471, Tampa, Florida, 33688).

ARTICLE III

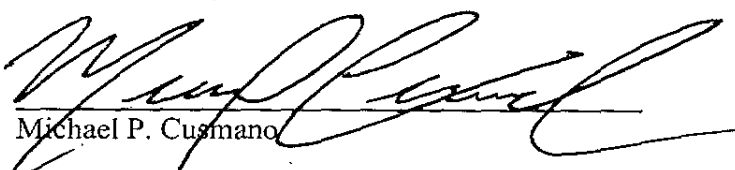
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 8610 Cobbler Place, Tampa, Florida 33615 (Mailing Address: Post Office Box 272471, Tampa, Florida, 33688), and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Michael P. Cusmano. The undersigned registered agent is accepting service for Ambiance Audio Services, Inc. this 25 day of November 2003.

  
Michael P. Cusmano

## **ARTICLE V**

### **PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the law of the state of Florida.

## **ARTICLE VI**

### **SHARES**

The total authorized capital stock of the Corporation is 100 shares having a Par Value of \$1.00. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

## **ARTICLE VII**

### **SECTION 1244 STOCK TREATMENT**

In order for the shareholders of the Corporation to enjoy the benefits of Section 1244 of the Internal Revenue Code of 1986, the proper officers of the Corporation are hereby directed to issue the shares of the Corporation in such a manner as to comply with the conditions of Section 1244 and to see that all the required records are maintained and the share certificates are marked "Section 1244 Shares."

## **ARTICLE VIII**

### **INCORPORATOR AND DIRECTORS**

The name and post office address of the Incorporator of the Corporation is as follows:

Marilyn J. Leet, CPA  
Post Office Box 291605  
Tampa, FL 33687-1605

The powers of the incorporator are to terminate upon filing of the Articles of Incorporation, and the name and mailing address of the person who is to serve as the director is:

Michael P. Cusmano  
Post Office Box 272471  
Tampa, FL 33688

#### ARTICLE IX

#### INDEMNITY

The Director of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these articles, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: 11/21/03

Michael P. Cusmano  
Incorporator