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06 MAR 23 PM 12:11

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90-10-06  
0624

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Audio Sights, Inc.

Signature \_\_\_\_\_

Requested by: SP

Name \_\_\_\_\_

Date 3/23/06

Time 10:41

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

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2006 MAR 23 P 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**Audio Sights, Inc.**

**ARTICLE I - NAME.**

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The name of this corporation is Audio Sights, Inc.

**ARTICLE II - DURATION.**

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This corporation is to have perpetual existence beginning with the date of subscription and acknowledgment of these Articles of Incorporation which is March 16, 2006.

**ARTICLE III - PURPOSE.**

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This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK.**

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This corporation is authorized to issue 100,000 shares of common stock at \$0.01 par value per share.

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#### ARTICLE V - PREEMPTIVE RIGHTS.

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After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation ( the consideration) 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 pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of Directors at which time the stock would be issued to others for the consideration to be given by the other.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT.

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The street address of the initial registered office of this corporation is 318 South Powerline Road, Deerfield Beach, Florida 33442 and the name of the corporations initial registered agent is Kenneth Suhandron.

#### ARTICLE VII - PRINCIPAL OFFICE.

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The corporation's principal office and mailing address is:

2684 B Albatross Road  
Delray Beach, Florida  
33444

#### ARTICLE VIII- FIRST BOARD OF DIRECTORS.

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This corporation first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

Lennard Yomtob  
2684 B Albatross Road  
Delray Beach, Florida  
33444

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## ARTICLE IX - INCORPORATOR.

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The name and address of the person signing these articles of incorporation is:

Lennard Yomtob  
2684 B Albatross Road  
Delray Beach, Florida

## ARTICLE X - CUMULATIVE VOTING.

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At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principal among any number of such candidates.

## ARTICLE XI - LIMITATION OF LIABILITY

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All Directors, Stockholders and Officers, in consideration for their service, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with any claim asserted or proceeding brought against them by reason of their being or having been a director, Stockholder or Officer of the corporation or any subsidiary of the corporation, to the maximum extent permitted by law. The indemnification of each such person will be for any reasonable cost or expense in connection with the claim exposed by the person against whom the claim is made, either for defense against the claim or for advice sought concerning the claim. The corporation will reimburse all such costs or expenses to any director, stockholder or officer.

## ARTICLE XII - VALIDITY OF SELF DEALING TRANSACTIONS

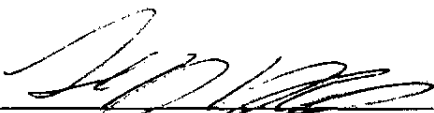
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RULE: No contract or other transaction between the corporation and other corporations or individuals, in the absence of fraud, shall be affected or invalidated by the fact that any of the directors, officers or shareholders of the corporation is an interested party in a contract or transaction, or is director, officer or shareholder of any other corporation or is in any other way connected with such person or person's firm or corporation

SCOPE OF RULE: All directors, officers and shareholders may be a party to or may be interested in such contract, act or transaction. All persons who may become a director, officer or shareholder of the corporation are hereby relieved from any liability that might otherwise exist from their contracting with the corporation for the benefit of themselves or for the benefit of any firm, association or corporation in which they may be in any way interested. All Directors of the corporation may be counted in determining the existence of a quorum at the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

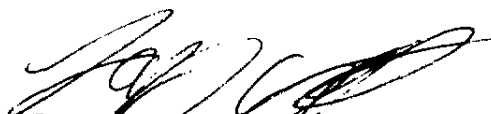
LIMITS OF RULE: In order to benefit from the exemption of responsibility for self dealing in transactions where they have a special personal interest, directors, shareholders and officers will have to disclose the personal interest which they have in such a transaction to all members present at the meeting of the board of directors where a decision about the specific transaction is to be made. This specific disclosure is not necessary if the fact was already known by the board of directors and all members thereof present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation on March 16th, 2006.

  
Lennard Yomtob, as Incorporator

Lennard Yomtob hereby accepts his designation as the Registered Agent of Audio Sights, Inc. and hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent.

Executed on March 16th, 2006.

  
Lennard Yomtob, as Registered Agent