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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
10/15

MILLER & ANSLEY, P.A.

Attorneys at Law

Wildcat Plaza

415 Mountain Drive, Suite 3

Destin, Florida 32541-2349

Telephone: (850) 837-3860 • Facsimile: (850) 837-6158

E-Mail: miller@destinlawfirm.com

J. Jerome Miller
Andrea D. Ansley
Brandon O. Stewart

October 10, 2007

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

Re: Turtle Beach Destin, Inc.

Dear Karen:

Enclosed, please find our Firm's check of \$70.00 for filing fees with regard to Turtle Beach Destin, Inc. Please file the merger documents accordingly. Kindly file/date-stamp the copies you have in your possession and return in the self addressed, stamped envelope previously provided. I would like to personally thank you for the courtesy call, and if I may be of any further assistance, do not hesitate to ask.

Respectfully,



BRANDON O. STEWART
Attorney at Law

BOS

Enclosure: as stated above

RECEIVED

OCT 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MILLER & ANSLEY, P.A.

Attorneys at Law

Wildcat Plaza

415 Mountain Drive, Suite 3
Destin, Florida 32541-2349

Telephone: (850) 837-3860 • Facsimile: (850) 837-6158

E-Mail: miller@destinlawfirm.com

J. Jerome Miller
Andrea D. Ansley
Brandon O. Stewart

October 2, 2007

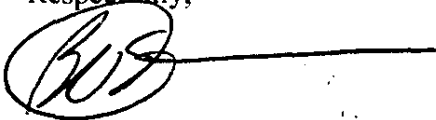
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Turtle Beach Destin, Inc.

To Whom It May Concern:

Enclosed, please find original copies of the Florida Articles of Merger and Plan of Merger with regard to Turtle Beach Destin, Inc. Please file the aforementioned merger documents accordingly. Also enclosed, are copies of same; kindly file/date-stamp said copies and return in the self addressed, stamped envelope provided herein.

Respectfully,



BRANDON O. STEWART

Attorney at Law

Enclosed as stated above

RECEIVED

2007 OCT -4 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Called Brandon Stewart 10/10
Sending \$ 50.00 check
BOS

FLORIDA ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, by and between Turtle Beach, Inc., a Wyoming corporation, and Turtle Beach Destin, Inc., a Florida corporation.

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TALLAHASSEE, FLORIDA

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

2. The name and jurisdiction of each merging corporation is:


<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach, Inc.</u>	<u>State of Wyoming</u>	<u> </u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.


5. The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on February 20, 2007.

6. The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on February 20, 2007.



John Collier Dobbs, Director/Secretary,
Turtle Beach, Inc.

Catherine D. Eleazer, Director,
Turtle Beach, Inc.



John Collier Dobbs, Director/President,
Turtle Beach Destin, Inc.

Catherine D. Eleazer, Director,
Turtle Beach Destin, Inc.

James K. Dobbs, III, Director/President,
Turtle Beach, Inc.

James K. Dobbs, III, Director/Secretary,
Turtle Beach Destin, Inc.

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FLORIDA ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, by and between Turtle Beach, Inc., a Wyoming corporation, and Turtle Beach Destin, Inc., a Florida corporation.

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

2. The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach, Inc.</u>	<u>State of Wyoming</u>	<u> </u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on February 20, 2007.

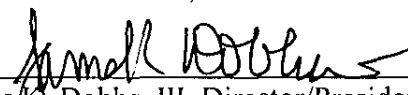
6. The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on February 20, 2007.

John Collier Dobbs, Director/Secretary,
Turtle Beach, Inc.

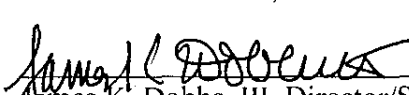
Catherine D. Elcazer, Director,
Turtle Beach, Inc.

John Collier Dobbs, Director/President,
Turtle Beach Destin, Inc.

Catherine D. Elcazer, Director,
Turtle Beach Destin, Inc.



James K. Dobbs, III, Director/President,
Turtle Beach, Inc.



James K. Dobbs, III, Director/Secretary,
Turtle Beach Destin, Inc.

FLORIDA ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, by and between Turtle Beach, Inc., a Wyoming corporation, and Turtle Beach Destin, Inc., a Florida corporation.

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

2. The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
<u>Turtle Beach, Inc.</u>	<u>State of Wyoming</u>	<u> </u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>	<u> </u>

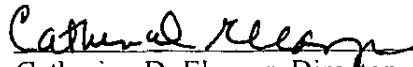
3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on February 20, 2007.


6. The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on February 20, 2007.

John Collier Dobbs, Director/Secretary,
Turtle Beach, Inc.



Catherine D. Eleazer, Director,
Turtle Beach, Inc.

John Collier Dobbs, Director/President,
Turtle Beach Destin, Inc.



Catherine D. Eleazer, Director,
Turtle Beach Destin, Inc.

James K. Dobbs, III, Director/President,
Turtle Beach, Inc.

James K. Dobbs, III, Director/Secretary,
Turtle Beach Destin, Inc.

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>

2. The name and jurisdiction of each corporation planning to merge is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Turtle Beach, Inc.</u>	<u>State of Wyoming</u>
<u>Turtle Beach Destin, Inc.</u>	<u>State of Florida</u>

3. The terms and conditions of the merger are as follows:

- a. The merger shall be consummated in accordance with the statutory procedures set forth in Title 36, Chapter 607 of the Florida Statutes.
- b. Articles of Merger to effectuate the terms of this Plan and Agreement of Merger shall be executed by the surviving and merging corporations, and thereafter delivered to the Florida Department of State for filing and recording in accordance with applicable law as soon as practicable after the date of execution of this Plan and Agreement of Merger.
- c. All action necessary or appropriate to effectuate the merger, including, but not limited to, the adoption, execution, delivery and performance of this Plan and Agreement of Merger shall have been duly and validly taken by the Boards of Directors and Shareholders respectively, of the surviving and merging corporations.
- d. The Articles of Incorporation of the surviving corporation in effect immediately prior to the effective date of the merger shall remain in effect as the Articles of Incorporation of the surviving corporation.
- e. The Bylaws of the surviving corporation in effect immediately prior to the effective date of the merger shall remain in effect as the Bylaws of the surviving corporation.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

- f. Upon the effective date of the merger, the surviving corporation shall succeed to all of the properties, rights, and other assets and shall be subject to the liabilities of the merging corporation, without further action by either of the entities.
- g. No new shares of the surviving corporation shall be issued in connection with the merger. Each shareholder of the surviving corporation whose shares were outstanding immediately before the effective date of the Merger will hold the same number of shares of the surviving corporation, with identical designations, preferences, limitations, and relative rights, immediately after the effective date of the merger, and the existing stock certificates expressing the shares of the non-surviving corporation outstanding immediately before the merger shall cease to exist and shall be deemed cancelled.

4. Other provisions relating to the merger are as follows:

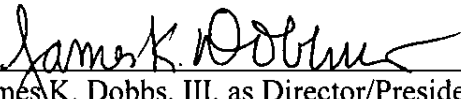
- a. Subject to the approval of the other party hereto, either the surviving or merging corporation may amend this Plan and Agreement of Merger by the action of its respective Board of Directors.
- b. Either the surviving or merging corporation may abandon the merger prior to its effective date by the action of its respective Board of Directors.
- c. The location of the principal office of the surviving corporation shall be 415 Mountain Drive, Suite 3, Destin, Florida 32541.

John Collier Dobbs, as Director/Secretary &
shareholder of Turtle Beach, Inc.

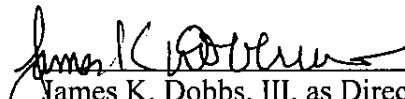
Catherine D. Eleazer, as Director &
shareholder of Turtle Beach, Inc.

John Collier Dobbs, as Director/President &
shareholder of Turtle Beach Destin, Inc.

Catherine D. Eleazer, as Director &
shareholder of Turtle Beach Destin, Inc.



James K. Dobbs, III, as Director/President &
shareholder of Turtle Beach, Inc.




James K. Dobbs, III, as Director/Secretary &
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- f. Upon the effective date of the merger, the surviving corporation shall succeed to all of the properties, rights, and other assets and shall be subject to the liabilities of the merging corporation, without further action by either of the entities.
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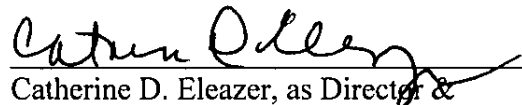
- a. Subject to the approval of the other party hereto, either the surviving or merging corporation may amend this Plan and Agreement of Merger by the action of its respective Board of Directors.
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shareholder of Turtle Beach, Inc.

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James K. Dobbs, III, as Director/Secretary &
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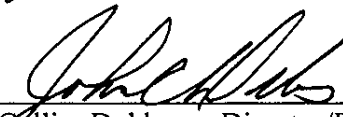
4. Other provisions relating to the merger are as follows:

- a. Subject to the approval of the other party hereto, either the surviving or merging corporation may amend this Plan and Agreement of Merger by the action of its respective Board of Directors.
- b. Either the surviving or merging corporation may abandon the merger prior to its effective date by the action of its respective Board of Directors.
- c. The location of the principal office of the surviving corporation shall be 415 Mountain Drive, Suite 3, Destin, Florida 32541.



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shareholder of Turtle Beach, Inc.

Catherine D. Eleazer, as Director &
shareholder of Turtle Beach, Inc.



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