

**P09000095746**

Florida Department of State  
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Account Number : I20090000052

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**DOMESTICATION****Pro Acoustics, Inc***Holdings*

Certificate of Status	1
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November 20, 2009

FLORIDA DEPARTMENT OF STATE

KENT A. SKRIVAN OF GARLICK, STETLER, SKRIVAN, LLP  
Division of Corporations

SUBJECT: PRO ACOUSTICS, INC.  
REF: W09000051292

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P09000086610 - PRO ACOUSTIC CORP.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H09000244195  
Letter Number: 309A00036145

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**CERTIFICATE OF DOMESTICATION**

The undersigned, Daniel R. Solin, president, of Pro Acoustics, Ltd.. a foreign corporation, in accordance with §607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 4, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Pro Acoustics, Ltd.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to §607.0202 and §607.0401 with this certificate is Pro Acoustics Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to §607.1801.

I am the president, of Pro Acoustics, Ltd. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this \_\_\_\_ day of November, 2009.

  
Daniel R. Solin, President

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**ARTICLES OF INCORPORATION**

**OF**

**PRO ACOUSTICS HOLDINGS, INC.**

The undersigned hereby makes, adopts and subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation is PRO ACOUSTICS HOLDINGS, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE; MAILING ADDRESS**

The address of the principal office of the Corporation shall be 4731 Bonita Bay Blvd., Unit 402 Bonita Springs, Florida 34134.

The mailing address of the Corporation shall be 4731 Bonita Bay Blvd., Unit 402 Bonita Springs, Florida 34134.

**ARTICLE III**  
**PURPOSE**

The purpose for which the Corporation is organized is to engage in all lawful purposes allowed a Florida corporation.

**ARTICLE IV**  
**DURATION**

The Corporation shall have a perpetual existence commencing on the filing of these Articles of Incorporation.

Prepared by:  
Kent A. Skrivan, Esq.  
Garlick, Stetler & Skrivan, LLP  
9115 Corsea Del Fontana Way, #100  
Naples, Florida 34109  
(239) 597-7088  
Florida Bar No. 0893552

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**ARTICLE V**  
**DIRECTORS**

The method by which Directors of the Corporation shall be elected is set forth in the by-laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

Daniel R. Solin  
4731 Bonita Bay Blvd., Unit 402  
Bonita Springs, Florida 34134

**ARTICLE VI**  
**CAPTIAL STOCK**

The Corporation is authorized to issue 3,000 shares of no par value common stock.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name of the Corporation's initial registered agent is Daniel R. Solin. The address of the registered agent is 4731 Bonita Bay Blvd., Unit 402 Bonita Springs, Florida 34134.

**ARTICLE VIII**  
**INCORPORATOR**

The name of the Incorporator is Daniel R. Solin. The address of the Incorporator is 4731 Bonita Bay Blvd., Unit 402, Bonita Springs Florida 34134.

**ARTICLE IX**  
**INDEMNIFICATION**

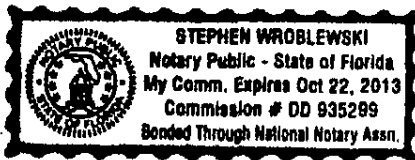
The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the Incorporator, Daniel R. Solin, has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida.

Dated this 17<sup>th</sup> day of November, 2009.



D.R. Solin  
Daniel R. Solin, Incorporator

STATE OF FLORIDA

COUNTY OF Lee

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of November, 2009, by Daniel R. Solin, who is personally known to me or who produced a driver's license or identification and who did take an oath.

[Signature]  
NOTARY PUBLIC  
Commission Expiration: OCT 22<sup>nd</sup> 2013

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is PRO ACOUSTICS HOLDINGS, INC.
2. The name and address of the registered agent and registered office of the corporation is:

Daniel R. Solin  
4731 Bonita Bay Blvd., Unit 402  
Bonita Springs, Florida 34134

Signed this 16<sup>th</sup> day of November, 2009.

By: D.R. Solin L.S.  
Daniel R. Solin, Incorporator

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**REGISTERED AGENT ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date 11/16/09D. R. Solin  
Daniel R. Solin

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