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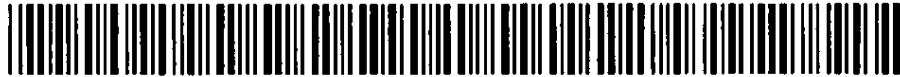
Division of Corporations

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Altec Entertainment, Inc.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR A FLORIDA
FOR PROFIT CORPORATION**

The undersigned Incorporator, pursuant to the provisions of Chapter 607 of the Florida Statutes also known as the Florida Business Corporation Act (the "Act") desires to form a corporation named Altec Entertainment, Inc. under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

**ARTICLE ONE
NAME**

The name of the corporation, that satisfies the requirements of the Act, is:

Altec Entertainment, Inc.

**ARTICLE TWO
ADDRESSES**

The principal office address the Corporation is:

2423 South Orange Ave. Suite 392
Orlando, FL 32806

The mailing address of the Corporation is:

2423 South Orange Ave. Suite 392
Orlando, FL 32806

**ARTICLE THREE
PURPOSES**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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**ARTICLE FOUR
DURATION**

The Corporation's duration is perpetual.

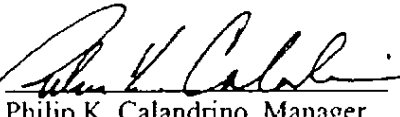
**ARTICLE FIVE
REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
175 Lookout Place, Suite 100
Maitland, Florida 32751

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. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,
LLC.

By: 
Philip K. Calandrino, Manager

**ARTICLE SIX
AUTHORIZED STOCK**

The Corporation will have numbered shares of Stock in the following classes without par value. This stock will have voting and nonvoting classes as outlines below:

1. **Authorized Shares.** The Corporation is authorized to issue:
 - a. 10,000 shares of Class A Preferred stock, with no par value per share (the "Class A Preferred");
 - b. 10,000 shares of Class B Preferred Stock with no par value per share (the "Class B Preferred");
 - c. 10,000 shares of Class A Common Stock, with no par value per share (the "Class A Common"); and

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- d. 10,000 shares of Class B Common Stock, with no par value per share (the "Class B Common").

2. **Preferred Stock.** A statement of the powers, preferences and rights and qualifications, limitations or restrictions for preferred stock are as follows:

a. Voting Rights

- i. The holders of Class A Preferred will at all times vote together as one class on all matters required to be voted on by Preferred stock holders, as submitted to a vote or for the consent of the preferred Shareholders of the Corporation.
- ii. Class B Preferred has no voting rights or powers, except for such limited voting right required by state law, and the Certificates of Shares shall reflect same.
- iii. Each holder of shares of Class A Preferred is entitled to one vote for each share held as of the applicable date on any matter that is submitted to a vote or for the consent of the Shareholders of the Corporation.

- b. Dividends, and distributions. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Preferred Stock are entitled to share equally (both Class A Preferred and Class B Preferred), on a per share basis, in those dividends or other distributions of cash, property, or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Preferred Stock out of assets or funds of the Corporation legally available for those purposes. Board of Directors may not declare dividends or other distributions of cash, property, or shares of stock of the Corporation to Common Stock without first distributing the same or greater amounts for Preferred Stock, unless no Preferred Stock is issued by the Corporation at the time.

- c. Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, in the event of the voluntary or involuntary liquidation the holders of Preferred Stock are entitled to share equally (both Class A Preferred and Class B Preferred), on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Preferred Stock. Board of

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Directors may not pay liquidated funds to the Common Stock without first allocating liquidated funds to amounts due Preferred Stock.

3. **Common Stock.** A statement of the powers, preferences and rights and qualifications, limitations or restrictions for Common stock is as follows:
- a. Voting Rights
 - i. The holders of Class A Common will at all times vote together as one class on all matters, including the election of directors, submitted to a vote or for the consent of the Shareholders of the Corporation.
 - ii. Class B Common has no voting rights or powers, except for such limited voting right required by state law, and the Certificates of Shares shall reflect same.
 - iii. Each holder of shares of Class A Common is entitled to one vote for each share held as of the applicable date on any matter that is submitted to a vote or for the consent of the Shareholders of the Corporation.
 - b. Dividends, and distributions. Subject to the preferences applicable to any series of Common Stock, if any, outstanding at any time, the holders of Common Stock are entitled to share equally (both Class A Common and Class B Common), on a per share basis, in those dividends or other distributions of cash, property, or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available for those purposes.
 - c. Liquidation. Subject to the preferences applicable to any series of Common Stock, if any, outstanding at any time, in the event of the voluntary or involuntary liquidation the holders of Common Stock are entitled to share equally (both Class A Common and Class B Common), on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

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**ARTICLE SEVEN
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation unless outlined in a written agreement amongst themselves.

**ARTICLE EIGHT
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE NINE
CERTIFICATES OF STOCK**

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

**ARTICLE TEN
SECURITY INTEREST**

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of all the corporation's directors.

**ARTICLE ELEVEN
INCORPORATOR**

The name and address of the Incorporator is as follows:

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TALLAHASSEE, FLORIDA**

Philip K. Calandrino
Forward Law Firm, P.A. d/b/a Forward Law Firm
175 Lookout Place, Suite 100
Maitland, Florida 32751

ARTICLE TWELVE BOARD OF DIRECTORS

The Board of Directors will have at least one Director and no more than seven. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors. The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE THIRTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Except as outlined in the Corporation's Bylaws or Shareholder Agreement (if any) the Board of Directors may take any action in furtherance of the Corporation's business as allowed by the Act, and the Shareholders are only required to vote on items in which they are required to vote pursuant to the Act.

ARTICLE FOURTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

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INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE SIXTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE SEVENTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.



Philip K. Calandrino
Incorporator

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