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December 11, 2001

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

Re: Statement of Change of Registered Office or Registered Agent
Audio America, Inc.


Dear Sir/Madam:

Enclosed please find the form Statement of Change of Registered Office or Registered Agent for Corporations with regard Audio America, Inc. I have included this firm's check in the sum of \$35.00 in payment of the applicable filing fees.

Thank you for your assistance. If you have any questions regarding the above, please do not hesitate to contact this office.

Sincerely yours,

STAMBAUGH & TARONE, P.A.


By: Theodore T. Tarone, Jr., Esq.

FILED
02 MAR 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office and registered agent in the state of Florida.

1. The name of the corporation: **AUDIO AMERICA, INC.**
2. The mailing address of the corporation: **3750 Prospect Avenue
Riviera Beach, FL 33404**
3. Date of incorporation: **03/16/19936**
Document Number: **P93000019676**
4. The name and address of the current registered agent and office:

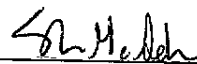
**TED TERONE, JR.
% CHERRY & SPENCER, P.A.
1665 PALM BEACH LAKES BLVD., SUITE 600
WEST PALM BEACH, FL 33401**

5. The name and address of the new registered agent and office:

**TARONE, THEODORE T.
180 ROYAL PALM WAY, SUITE 201
PALM BEACH, FL 33480**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.


Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Signature of officer

3/15/02
Date

Printed Name: **Shaun McGruder, Vice President**

Having been named as registered agent and to accept service of process of the above stated corporation, 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 statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Signature of Registered Agent
Theodore T. Tarone, Jr.

3/19/2002
Date

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02 MAR 22 PM 2:53
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TALLAHASSEE, FLORIDA