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AUDIO AMERICA, INC.

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ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
AUDIO AMERICA, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, Audio America, Inc. (the "Corporation"), has adopted and hereby files these Articles of Restatement, restating the Articles of Incorporation as the Restated Articles of Incorporation attached hereto as "Exhibit A" (the "Restated Articles").

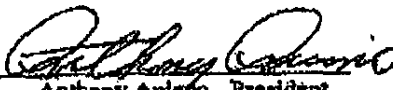
All shares of the Corporation's common stock, no par value, outstanding on the effective date hereof shall become and be, without further action on the part of the Corporation or the holder thereof, the shares of common stock of the Corporation, \$0.01 par value, authorized in the Restated Articles.

The Restated Articles were approved and ratified by the Board of Directors of the Corporation by a written consent dated as of June 30, 2008, and approved and ratified by a unanimous written consent of the shareholders of the Corporation dated as of June 30, 2008, and said vote was sufficient for approval.

The Restated Articles shall be effective as of July 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement of Articles of Incorporation as of the 30 day of June, 2008 on behalf of the Corporation.

Audio America, Inc.

By: 
Anthony Aulano, President

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EXHIBIT A
RESTATED
ARTICLES OF INCORPORATION
OF
AUDIO AMERICA, INC.

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ARTICLE I. NAME

The name of the corporation shall be Audio America, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Hundred Thousand (100,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. ADDRESS

The principal address of the corporation is 15132 Park of Commerce Blvd., Jupiter, Florida 33478 and the mailing address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no less than one (1) director.

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ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employcc or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No future amendment to or repeal of this provision of this Article, nor to the extent permitted by law, of any provision of the Business Corporation Act, shall apply to or have any effect to increase the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

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ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

The foregoing Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation filed on March 16, 1993.

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