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SCRUOOS & CARMICHARL, P. A.

THE PHINT AVENUE MANOE POST OFFICE DRAWER RAIGO AROUF

GAINERVILLE, PLORIDA

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1994 Our 50th Year

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Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32301

re: Audio Imagery, Inc.

Dear Sir or Madam:

WILLIAM G. ANDREWS

MENTAND MAN

PHILIP A. DELANEY

HOUNTE D HHOL

MICHAEL TILLHAN

KEVIN DALY

MITAL COCKRELL AUBIIN

JEFFREY M. DOLLINGER

MAHILYN W. PETERBON

JOHN F. HORCOW III

DIRVER M. CHAMBERLAIN, LL.M.

Enclosed please find Articles of Incorporation for the abovereferenced corporation. Please file same in your usual manner. I have enclosed a check in the amount of \$70.00 for filing fees and registered agent designation.

Sincerely yours,

Steven M. Wantestain Alle

Steven M. Chamberlain

SMC:1b Enclosures

Mr. Kurt Pendleton c:

F. CHESSER JAN 1 0 1995

ARTICLES OF INCORPORATION OF AUDIO IMAGERY, INC.

- 1. Namo. The name of the corporation is: AUDIO IMAGERY, INC.
- 2. Purpose. The corporation may engage in any legal business.
- 3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 1,000 shares of common capital stock of a par value of \$1.00 per share. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of the transfer or levy on such shares.
- 4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on January <u>J</u>, 1995.
- 5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 3232 S.W. 35th Boulevard, Suite 236, Gainesville, Florida 32608 and the name of its initial registered agent at such address is Kurt Pendleton.
- Location. The business location is 3232 S.W. 35th Boulevard, Suite 236, Gainesville, Florida 32608.
- Management. Business of the corporation shall be managed by the stockholders.
- 8. <u>Incorporator</u>. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: Kurt Pendleton, 3232 S.W. 35th Boulevard, Suite 236, Gainesville, Florida 32608.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties true, that the undersigned agent for said corporation and add obligations as registered agent for said corporation and accordingly, has executed this document on this _____ day of January, 1995.

Kurt Pendleton