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JAMES A. BARKS  
ATTORNEY AT LAW  
ROUTE II  
110 WEST FIRST STREET  
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1407

FAX (407) 321-1407

February 13, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

800001408228  
-02/16/95-01091--0210  
\*\*\*122.50 \*\*\*122.50

RE: Home Theatre Solutions, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

\$35.00 - Designating Registered Agent

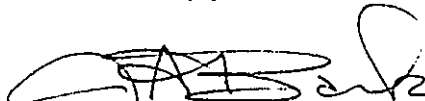
\$52.50 - Certified copy of Articles of Incorporation

*JAB 2/17/95*

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/jst

Enclosures

FILED  
1995 FEB 16 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOME THEATRE SOLUTIONS, INC.

FILED  
1995 FEB 16 PM 2:00  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: HOME THEATRE SOLUTIONS, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 1364 Dutch Elm Drive, Altamonte Springs, Florida 32714, and the name of the initial registered agent of this corporation is ANIKA S. RUFF.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

ANIKA S. RUFF  
1364 Dutch Elm Drive  
Altamonte Springs, FL 32714

PHILLIP C. RUFF  
1364 Dutch Elm Drive  
Altamonte Springs, FL 32714

ARTICLE VII. INCORPORATORS

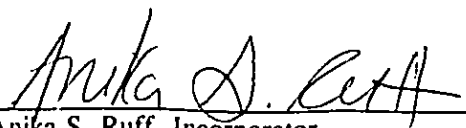
The name and address of the person signing these articles is:

ANIKA S. RUFF  
1364 Dutch Elm Drive  
Altamonte Springs, FL 32714

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

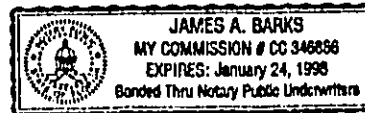
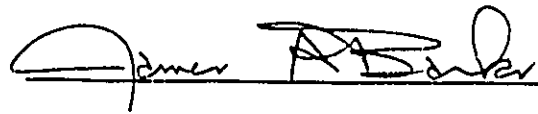
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 13 day of February, 1995.

  
Anika S. Ruff, Incorporator

STATE OF FLORIDA

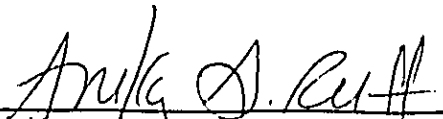
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of February, 1995, by ANIKA S. RUFF, who is personally known to me.



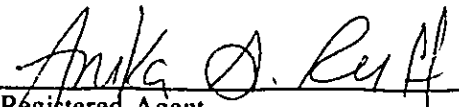
CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS  
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that HOME THEATRE SOLUTIONS, INC., a corporation duly organized and existing under the Laws of the State of Florida, has named ANIKA S. RUFF, 1364 Dutch Elm Drive, Altamonte Springs, Florida 32714, as its agent to accept service of process within this State and the said address as the office for such service of process.

  
\_\_\_\_\_  
President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By:   
\_\_\_\_\_  
Registered Agent

FILED  
1995 FEB 16 PM 2:00  
TALLAHASSEE, FLORIDA