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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: UNIVERSAL ELECTRONICS DISTRIBUTORS, INC.
FAX AUDIT NUMBER: H98000002987
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TALLAHASSEE, FLORIDA

T. BROWN MAR 1 6 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 15, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNIVERSAL ELECTRONICS DISTRIBUTORS, INC.
REF: H95000008786

We have received your document for UNIVERSAL ELECTRONICS DISTRIBUTORS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6534.

Loria Poole
Corporate Specialist

FAM Aud. #: H95000002957
Letter Number: 895A00011515

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

L552000005b4

ARTICLES OF INCORPORATION
OF

UNIVERSAL ELECTRONICS DISTRIBUTORS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation: UNIVERSAL ELECTRONICS DISTRIBUTORS, INC.

ARTICLE ONE

The name of the corporation is: UNIVERSAL ELECTRONICS DISTRIBUTORS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of Import and Export.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act and/or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

WASHINGTON M. QUINONES
1840 W. 49th St. Suite 601
Mialeah, Florida 33012
358-4711

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE

The initial business address of the corporation is at 6750 N.W. 184TH STREET, APT. 211, MIAMI, FLA. 33015 and the name of it's registered agent is THERA JOSE NAGAR SAID at 6750 N.W. 184TH STREET, APT. 211, MIAMI, FL. 33015.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is two (2). The name and address of each person who are to serve as members of the initial Board of Directors are:

NAME	ADDRESS
THERA JOSE NAGAR SAID	6750 N.W. 184TH ST. APT. 211 Miami, Florida 33015
JOLANDA NAGAR	6750 N.W. 184TH STREET APT. 211 Miami, Florida 33015

ARTICLE SEVEN

The officers and incorporators of this corporation are:

NAME	OFFICE
THERA JOSE NAGAR SAID	PRESIDENT/TREASURER
JOLANDA NAGAR	VIC-PRESIDENT/SECRETARY

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1995.


THERA JOSE NAGAR SAID

JOLANDA NAGAR

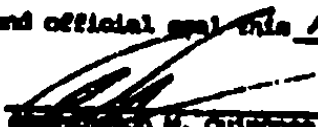
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STATE OF FLORIDA)
COUNTY OF DADE) SS.

The above instrument was acknowledged by TINA JOSE DEAR SMITH
AND CLARA DEAR she have produced _____ as identification
this 11th day of March, 1995.

Witness my hand and official seal this 11th day of March, 1995.
My commission expires:


William M. O'Connell
Notary Public, State of Florida



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR Domicile FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, BEING REGISTERED AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of section 607.034 Florida Statutes, the following
is submitted in compliance with said Act.

FIRST—That UNIVERSAL ELECTRONICS DISTRIBUTORS, INC. desiring to
organize under the Law of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the City of Miami, County of
Dade, has named TANA JOSE NIGAR SAED, 6750 N.W. 180TH ST. APT. 211 Miami,
Florida 33018, as it's REGISTERED AGENT to accept services of process within
this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at place designated in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.


TANA JOSE NIGAR SAED

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