

**P95000046304**

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ASTRID BUTTARI  
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.  
(305) 579-1468

June 6, 1995

Secretary of State's Office  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100001508641  
-06/09/95--01040--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: THE AUDIE GROUP, INC.

Gentlemen:

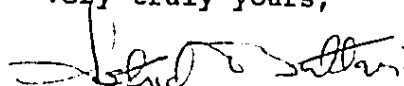
Enclosed please find an original and one copy of the Articles of Incorporation for The Audie Group, Inc. for filing with your office.

Also enclosed is a check in the amount of \$122.50 covering your filing fees and one certified copy. Please return the certified copy to:

Mr. James F. Audie  
1524 South Hiawassee Road, Suite 78  
Orlando, Florida 32835

Thank you for your prompt attention to this matter.

Very truly yours,



Astrid Buttari  
Corporate Legal Assistant

Enclosures

*DMC*  
*6/14/95*

**FILED**  
95 JUN -9 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

95 JUN -9 PM 3:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE AUDIE GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is THE AUDIE GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is 1524 South Hiawasse Road, Suite 78, Orlando, Florida 32835.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE V

### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

## ARTICLE VI

### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is MICHAEL F. AUDIE. The street address of the initial registered office of the corporation in the State of Florida is 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are JAMES F. AUDIE and LORI A. AUDIE, both of 1524 South Hiawasse Road, Suite 78, Orlando, Florida 32835.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Michael F. Audie, 1110 Brickell Avenue, Penthouse, Miami, Florida 33131.

ARTICLE IX

BYLAWS

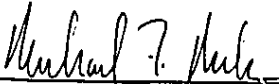
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any Officer or Director of the corporation.

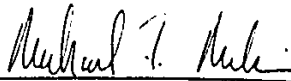
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of June, 1995.

  
\_\_\_\_\_  
MICHAEL F. AUDIE, Incorporator

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 6th day of June, 1995.

  
\_\_\_\_\_  
MICHAEL F. AUDIE

FILED  
JUN-9 11 35  
TALLAHASSEE  
FLORIDA