

P95000049280

LAW OFFICES

ROBERT S. FORMAN, P.A.

SUITE 4100

2101 WEST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33309

TELEPHONES (305) 735-0000
(305) 522-7442
FAX (305) 735-3636

June 19, 1995

Via UPS

Secretary of State
Corporate Division
P.O. 6327
Tallahassee, Florida 32314

Re: Bell-Sound Electronics, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

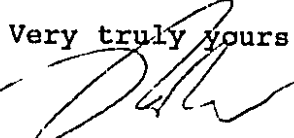
Filing fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Total	\$122.50
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


ROBERT S. FORMAN

RSF/bar
Enclosures

cc: Mr. Allan Weinstein

FILED
95 JUN 20 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

44
6-25-95

ARTICLES OF INCORPORATION
OF
BELL-SOUND ELECTRONICS, INC.

FILED
95 JUN 20 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Bell-Sound Electronics, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

10 Fairway Drive, Suite 103
Deerfield Beach, FL 33441

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309 and the name of the initial registered

agent of this corporation at that address is Robert S. Forman, Esquire.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Allan Weinstein
10 Fairway Drive, Suite 103
Deerfield Beach, FL 33441

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Allan Weinstein
10 Fairway Drive, Suite 103
Deerfield Beach, FL 33441


ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - 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 subject to this reservation.

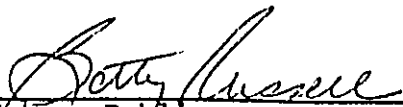
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of June, 1995.


Allan Weinstein
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

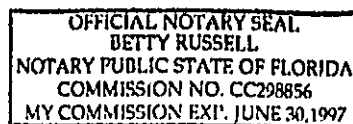
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Allan Weinstein, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of June, 1995.



Notary Public
State of Florida at Large

My Commission Expires:



FILED

95 JUN 20 PM 2:29


DESIGNATION OF REGISTERED AGENT FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BELL-SOUND ELECTRONICS, INC.

In compliance with Section 48.091, Florida Statutes, Bell-Sound Electronics, Inc. desiring to organize and qualify under the laws of the State of Florida, hereby names Robert S. Forman, Esquire, located at 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309 as its agent to accept service of process within Florida.


DATED: June 19, 1995


Allan Weinstein
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: June 19, 1995


Robert S. Forman, Esquire
Registered Agent

P95 000049280

LAW OFFICES
ROBERT S. FORMAN, P.A.
SUITE 4100

2101 WEST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33309

TELEPHONES (954) 735-0000
(954) 522-7442
FAX (954) 735-3030

June 21, 1996

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

6/24
100001874371
-06/25/96--01038--012
*****35.00 *****35.00

Re: Bell-Sound Electronics, Inc.

we find an original and one copy of the Articles of
Bell-Sound Electronics, Inc. changing the corporate
Sound Electronics, Inc.

Also, is our check in the sum of \$35.00 to cover the filing
fee.

Please return a filed copy of the Amendment to our office in the
enclosed envelope.

Very truly yours,



Betty Russell, CLAS
Real Estate Specialist

/br
Enclosures

Can go now
K. nde

FILED
96 JUN 24 AM 10:49
TALLAHASSEE, FLORIDA

BELL-SOUND ELECTRONICS, INC.
Articles of Amendment

FILED
96 JUN 24 AM 10:47
TALLAHASSEE, FLORIDA

(FS §§607.1001, 607.1003, 607.1004, 607.1006, 607.1009)

1. The following provisions of the Articles of Incorporation of Bell-Sound Electronics, Inc., a Florida corporation, filed in Tallahassee on June 20, 1995, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows: "The name of this Corporation is Tel-Sound Electronics, Inc."

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 20th day of June, 1996

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 20 day of June, 1996.

BELL-SOUND ELECTRONICS, INC.

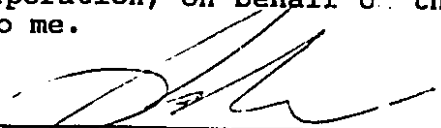
By: 

Allan Weinstein, President

Acknowledgment

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20 day of June, 1996, by Allan Weinstein, as President of Bell-Sound Electronics, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.


Notary Public, State of Florida

My Commission Expires:

