

Lanese + Associates, Inc.

Business Consultants

*P9600031999*

12944 Prestwick Drive

Riverview, FL 33569

813 671-4776

FAX 671-2607

FILED  
APR 8 1996  
TALLAHASSEE, FLORIDA

April 5, 1996

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

400001773944  
-04/09/96--01095--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Pro Audio Systems, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.  
12944 Prestwick Drive  
Riverview, FL 33569

Your assistance is greatly appreciated.

Sincerely,

*Mich*

Nicholas Lanese, C.P.A.

NL/ck  
Enclosures

☐ ☐

D. BROWN APR 12 1996

ARTICLES OF INCORPORATION  
FOR  
PRO AUDIO SYSTEMS, INC.

FILED  
96 MAR -8 AM 10:37  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be Pro Audio Systems, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon receipt by the Secretary of State of these articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 334 East Lake Road, Palm Harbor, FL 34685 and the name of the initial Registered Agent of this Corporation at that address is Charles A. Taylor.

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 are as follows:

Charles A. Taylor  
334 East Lake Road  
Palm Harbor, FL 34685

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Charles A. Taylor  
334 East Lake Road  
Palm Harbor, FL 34685

ARTICLE X - 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 this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

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ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is located at 334 East Lake Road, Palm Harbor, Florida 34685.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 5 day of April, 1996.

  
\_\_\_\_\_  
Director Signature

4-5-96  
\_\_\_\_\_  
Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
96 APR -8 AM 10:37  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes,  
the following is submitted in compliance with said Act:

First: Pro Audio Systems, Inc. desiring to organize as  
indicated in the Articles of Incorporation in the Community  
of Palm Harbor, County of Pinellas, State of Florida, has  
named CHARLES A. TAYLOR whose business office is located at  
334 East Lake Road, Palm Harbor, FL as its Registered Agent  
to accept service of process within this State.

ACKNOWLEDGEMENT

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

  
\_\_\_\_\_  
Registered Agent Signature

4-5-56  
Date