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April 25, 1996

Corporate Records Bureau  
Division of Corporation  
DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, FL 32314

RE: AUDIO TECHTRONICS, INC.

000001801370  
-04/30/96--01080--020  
\*\*\*\*122.50 \*\*\*\*122.50


Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Very truly yours,

  
Frederick M. Dahlmeier

FMD:jg  
Encs.

AL MAY - 6 1996

FILED  
96 APR 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AUDIO TECHTRONICS, INC.

FILED

96 APR 30 AM 11:34

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, being natural person, being competent to contract, hereby files the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be AUDIO TECHTRONICS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 524 Northlake Blvd., North Palm Beach, FL 33408, and the mailing address of this corporation is the same.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 524 Northlake Blvd., North Palm Beach, FL 33408 and, the name of the initial registered agent of this Corporation at such address is AL BRUNO.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

DAVID ULLOM	2305 Broadway, Riviera Beach, FL 33404
AL BRUNO	524 Northlake Blvd., North Palm Beach, FL 33408
MARIE G. BRUNO	524 Northlake Blvd., North Palm Beach, FL 33408
MARY ANN BRUNO	524 Northlake Blvd., North Palm Beach, FL 33408
GLORIA LYNN BRUNO	524 Northlake Blvd., North Palm Beach, FL 33408
MARTIN A. BRUNO	524 Northlake Blvd., North Palm Beach, FL 33408

#### ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder 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 any fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

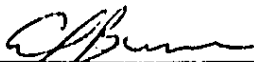
The name and address of the person signing these Articles of Incorporation is:

AL BRUNO            524 Northlake Blvd., North Palm Beach, FL 33408

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

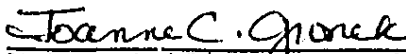
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
AL BRUNO  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

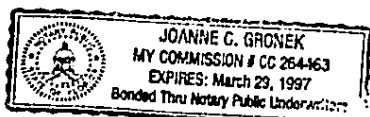
BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared AL BRUNO, who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

(Print or type name of Notary)

My commission No.:  
My commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That AUDIO TECHTRONICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of North Palm Beach, County of Palm Beach, State of Florida, has named AL BRUNO, located at 524 Northlake Blvd., North Palm Beach, FL 33408, as its Registered Agent to accept service of process within Florida.

By: 

AL BRUNO

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named 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 this 25<sup>th</sup> day of April, 1996.

  
Registered Agent  
AL BRUNO

FILED  
96 APR 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA