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P 2/01

TO: DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
409 S. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301-1000
FAX: (904) 222-4000

FROM: COMPANY CORPORATION
10 N. WALNUT ST.
CHRISTINA D. THREE
TALLAHASSEE, FLORIDA 32301-
CONTACT: KIMBERLY ANDRAS
PHONE: (302) 575-0440
FAX: (302) 575-1346

((H960000006622))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: COMMERCIAL AUDIO PRODUCTS, INC.
FAX AUDIT NUMBER: H96000006622
DATE REQUESTED: 05/09/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:33:14
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:
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((H96000006622))
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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

RECEIVED
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DIVISION OF CORPORATIONS

MAY-09-1996 14:30

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P.02/03

ARTICLES OF INCORPORATION
OF
Commercial Audio Products, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Commercial Audio Products, Inc.

SECOND: The address of the initial registered office of the corporation is 11290-5 St. Johns Industrial Parkway, Jacksonville FL 32246-6673, (County of Duval. The name of the registered agent located at said address is Carol A. Pitta.

THIRD: The principal address of the corporation is 11290-5 St. Johns Industrial Parkway, Jacksonville FL 32246-6673.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 300 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Carol A. Pitta and Justen G. Chitmon, all of
11290-5 St. Johns Industrial Parkway, Jacksonville FL 32246-6673

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St, Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 8th day of May, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of May, 1996 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

FILED
55 MAY -9 PM 5:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HA6000006622

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Commercial Audio Products, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Jacksonville, State of
Florida, has named Carol A. Pitts located at
11290-5 St. Johns Industrial Parkway, Jacksonville, FL 32246-6673
as its agent for service of
process within Florida.

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.

Carol A. Pitts

5-2-96
Date

H9600000622



THE COMPANY CORPORATION

111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Telex: (302) 575-1446

P 960000 40204
June 7, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: CAP Distribution Inc.

200001876322
-06/26/96--01075--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Amendment, and our check(es) in the amount of \$35.00 for CAP Distribution Inc.

Please file and return filed documents to my attention at your earliest convenience.

Please feel free to contact me directly at 1-302-575-0440, ext. 2208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Commercial Audio Products, Inc.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment:

FIRST: Amendment Adopted: The name of the corporation is CAP Distribution, Inc.

SECOND: The date of each amendment's adoption is 6/5/96.

THIRD: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 6th day of June, 1996.

By: Camp A. Piteri
Director