

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
904-221-0711  
904-221-0391

800-342-8086

096000052292



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 992789 81292A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 19, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 992789

CUSTOMER NO: 81292A

900001867693  
-06/19/96--01099--042  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Wayne A. Wolf, Esq  
WOLF & SHORT

Century City Executive Complex  
3733 University Blvd., Ste 203  
Jacksonville, FL 32217

DOMESTIC FILING

NAME: AUDIO OPTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

g  
6/19/96

FILED  
STATE  
SECRETARY OF CORPORATIONS  
65 JUN 19 PM 3:17

RECEIVED  
96 JUN 19 PM 12:16  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

AUDIO OPTIONS, INC.

FILED  
SECRETARY OF STATE  
PROFESSIONAL CORPORATIONS

95 JUN 19 PM 3:17

The undersigned, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is AUDIO OPTIONS, INC. It's principal place of business is 615 7th Avenue South, Jacksonville, Florida 32250.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date these Articles are filed with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under The Florida General Corporation Act, Chapter 607, Florida Statutes, 1995.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - NO PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights with respect to any shares issued by this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3733 University Blvd., W., Suite 203, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at this address is WAYNE A. WOLF.

#### ARTICLE VII - DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors of this corporation are:

|                       |  |
|-----------------------|--|
| LARRY THOMAS LUCAS    | 156 DUNAHOO STREET<br>WINDER, GA 30680               |
| PHYLISS ELAINE LUCAS  | 156 DUNAHOO STREET<br>WINDER, GA 30680               |
| PAUL EDWARD BLOOM     | 615 7TH AVENUE SOUTH<br>JACKSONVILLE BEACH, FL 32250 |
| MICHELLE ASHLEE BLOOM | 615 7TH AVENUE SOUTH<br>JACKSONVILLE BEACH, FL 32250 |

#### ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of this corporation is:

|               |  |
|---------------|--|
| WAYNE A. WOLF | 3733 University Blvd., W.<br>Suite 203<br>Jacksonville, FL 32217 |
|---------------|--|

#### ARTICLE X - BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors. By-laws may be adopted, altered, amended or repealed from time to time by either the shareholders or the directors.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-laws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that any such purchase shall not violate Chapter 607, Florida Statutes.

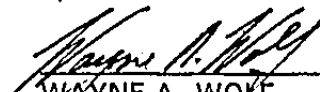
#### ARTICLE XII - INDEMNIFICATION

The corporation shall have the power to indemnify its shareholders, directors, officers, employees and agents to the full extent permitted by law if such person is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact such person is or was a shareholder, director, officer, employee or agent of this corporation, against expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection therewith, including any appeal thereof. This provision is not intended to limit the statutory power of this corporation in any way.

#### ARTICLE XIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
WAYNE A. WOLF  
Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 19 PM 3:17

Personally appeared before me, the undersigned attesting officer, WAYNE A. WOLF, who is personally known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Dated this 17<sup>th</sup> day of June, 1996.

Kelly Hagen-Pickens  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



KELLY HAGEN-PICKENS  
My Commission CC557470  
Expires May, 27, 2000

ACCEPTANCE

I certify that I am a permanent resident of Duval County, Florida, whose post office address is at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Executed this 17<sup>th</sup> day of June, 1996.

Wayne A. Wolf  
WAYNE A. WOLF

P96000052292

LAW OFFICES  
WOLF & SHORT

PROFESSIONAL ASSOCIATION

CENTURY CITY EXECUTIVE COMPLEX

3733 UNIVERSITY BOULEVARD, WEST, SUITE 803

JACKSONVILLE, FLORIDA 32217

FREDERICK R. SHORT, JR.  
WAYNE A. WOLF

(904) 731-0211

TELECOPIER (904) 731-0477

TAXATION  
WILLS, ESTATES & ESTATE PLANNING  
CORPORATION & BUSINESS LAW

June 24, 1996

Ms. Clarettha Golden, Document Specialist  
New Filings Section  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Audio Options, Inc.  
Doc. No.: P 96000052292

Dear Ms. Golden:

The undersigned is the incorporator of the above captioned corporation which was filed with you on June 19, 1996.

The address of the corporation listed under Article 1 of the Articles was inadvertently typed to read 615 7th Avenue South, Jacksonville, Florida 32250. The correct address should be shown on your records to be:

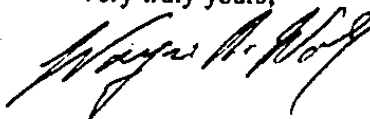
615 7th Avenue South  
Jacksonville Beach, Florida 32250

I do not see a need to amend the Articles unless you do. If not, please correct the address in your files to read as corrected above.

I regret any inconvenience this error may have caused you.

With kindest regards, I am

Very truly yours,



WAW/khp

cc: Mr. and Mrs. Larry T. Lucas  
Mr. and Mrs. Paul E. Bloom