

\* please note  
P96000091896

ASSELTA, GERLICK, & FENLASON  
POST OFFICE BOX 47  
LAKE WORTH, FL. 33460

SECRETARY OF STATE  
CORPORATION RECORDS BUREAU  
DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

000001951470--6  
-11/07/96--01008--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

TO WHOM IT MAY CONCERN:

PLEASE SEE ENCLOSED ORIGINAL AND COPY OF ARTICLES OF  
INCORPORATION FOR: Star Acoustics Industries, Inc.

ALSO, ENCLOSED IS CHECK IN THE AMOUNT OF \$70.00 TO COVER THE  
FILING FEES OF \$35.00 AND REGISTERED AGENT DESIGNATION FEES OF  
\$35.00.

IF THERE ARE ANY QUESTIONS REGARDING THIS CORPORATION PLEASE  
CONTACT OUR OFFICE AT THE NUMBER LISTED BELOW.

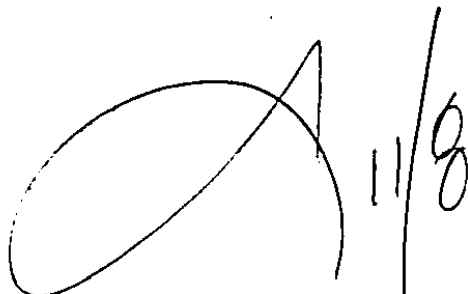
THANK YOU.

SINCERELY,

JOHN D. FENLASON  
PRESIDENT  
407/582-5129

FILED  
96 NOV -7 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JF/sf

 11/8

## ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I NAME

The name of this corporation shall be as follows:

STAR ACOUSTICS INDUSTRIES, INC.

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TALLAHASSEE FLORIDA

### ARTICLE II NATURE OF BUSINESS

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

### ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

### ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

### ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence. *Requesting start date of 11/4/96.*

### ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

1381 SE NANCY LANE  
PORT ST. LUCIE, FL 34983

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

## ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of and addresses of the initial Director(s) of the Corporation are:

ROGER A. UPHUES  
1381 SE NANCY LANE  
PORT ST. LUCIE, FL 34983

## ARTICLE VIII INCORPORATOR

The name(s) and address(es) of the Incorporators:

ROGER A. UPHUES  
1381 SE NANCY LANE  
PORT ST. LUCIE, FL 34983

## ARTICLE IX BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Director and shareholders.

## ARTICLE X AMMENDMENTS

This corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any ammendments to them, and any right conferred upon the shareholder is subject to this reservation.

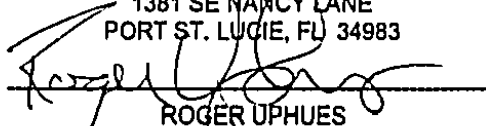
## ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

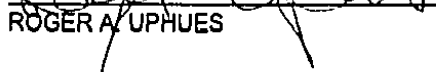
## ARTICLE XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below.

ROGER A. UPHUES  
1381 SE NANCY LANE  
PORT ST. LUCIE, FL 34983

  
ROGER UPHUES

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on NOVEMBER 6, 1996 for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

  
ROGER A. UPHUES

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA