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December 19, 1996

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002038476--8  
-12/26/96--01054--011  
\*\*\*\*122.50 \*\*\*\*122.50

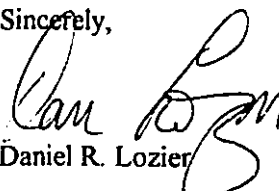
RE: Audio Engineering, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Once this document has been filed, please return to us a certified copy of same. Enclosed is our firm's check in the amount \$122.50 to cover the filing fee.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,

  
Daniel R. Lozier

DRL/II

Enclosures

cc: Rob St. Pierre  
Ray D. Russenberger

FILED  
95 DEC 26 AM 11:49  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

Rmc  
12/31/96

**ARTICLES OF INCORPORATION  
OF  
AUDIO ENGINEERING, INC.**

**FILED**  
96 DEC 26 AM 11:49  
TALLAHASSEE  
FLORIDA

**THE UNDERSIGNED**, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is Audio Engineering, Inc. The principal place of business is 804 S. Palafox Street, Pensacola, Florida 32501.

**ARTICLE II**

**DURATION**

The duration of this corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of no par value common stock.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Daniel R. Lozier.

**ARTICLE VI**

**BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of three (3) members. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

**ARTICLE VII**

**INCORPORATORS**

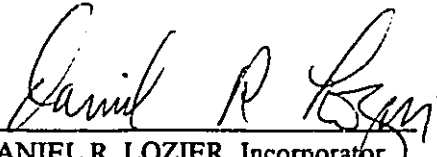
The name and address of the Incorporator is Daniel R. Lozier, 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

**ARTICLE VIII**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

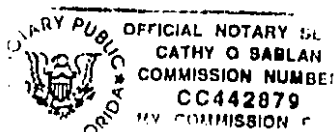
IN WITNESS WHEREOF, I have subscribed my name this 19 day of December, 1996.

  
DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19 day of December, 1996,  
by DANIEL R. LOZIER, who is personally known to me or who has produced a driver's license as  
identification and has not taken an oath.



Cathy O. Sablan  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

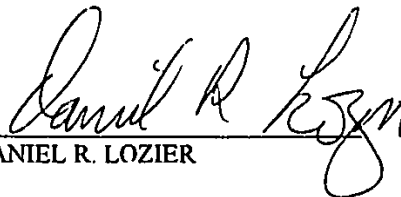
**FILED**

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STATE  
FLORIDA

I, the undersigned, being the person named as the Registered Agent of Audio Engineering, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

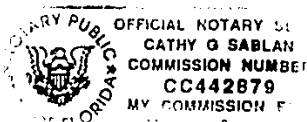
**DATED** this 19 day of December, 1996.

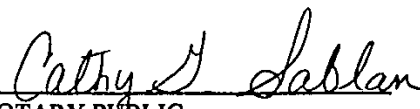
  
DANIEL R. LOZIER

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19 day of December, 1996, by Daniel R. Lozier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_