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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

POST OFFICE BOX 997

BROOKSVILLE, FLORIDA 34605-0997

2950. BROOKSVILLE AVE.  
BROOKSVILLE, FLORIDA  
TELEPHONE: (352) 796-5123  
FAX: (352) 799-3187

JOSEPH E. JOHNSTON, JR.  
DAVID C. SASSER  
DARRYL W. JOHNSTON  
ROBERT B. BATTISTA

4074 COMMERCIAL WAY  
SPRING HILL, FLORIDA  
TELEPHONE: (352) 688-7490

February 19, 1997

Division of Corporations  
Department of State  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Brooksville Electronics and Music, Inc.

Gentleman:

900002095709--9  
-02/24/97--01106--006  
\*\*\*122.50 \*\*\*122.50

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

Darryl W. Johnston

DWJ:bsj  
Enclosures

FILED  
97 FEB 24 AM 9:54  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

3/3/97  
DB

**ARTICLES OF INCORPORATION**  
**OF**  
**BROOKSVILLE ELECTRONICS AND MUSIC, INC.**

FILED  
FEB 24 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **Brooksville Electronics and Music, Inc.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

A. To engage in business of wireless communication products and services.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED (100) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation and the street address is Bradley J. Isaac, 158 Lark Avenue, Brooksville, FL 34601. The principal office and mailing address of this corporation is 158 Lark Avenue, Brooksville, FL 34601.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and addresse of the initial Board of Directors of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Bradley J. Isaac	158 Lark Avenue Brooksville, FL 34601

**ARTICLE VII - INCORPORATOR(S)**

The name and address of the Incorporator is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Bradley J. Isaac	158 Lark Avenue Brooksville, FL 34601

**ARTICLE VIII - PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to

purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE IX - STOCK TRANSFER RESTRICTIONS**

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their

shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of February, 1997.

Bradley J. Isaac  
Bradley J. Isaac

STATE OF FLORIDA  
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Bradley J. Isaac, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did not take an oath, this 17th day of February, 1997.

Hazel M. Bell  
Notary Public



Hazel M. Bell  
(Type or hand write name of notary)

My commission expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501,


Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Brooksville Electronics and Music, Inc.**

2. The name and address of the registered agent and office is:

Bradley J. Isaac, 158 Lark Avenue, Brooksville, FL 34601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Bradley J. Isaac  
2/17/97  
Date

FILED  
97 FEB 24 AM 9:54  
TALLAHASSEE STATE  
FLORIDA