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J. JUANELL LINKOUS

Attorney at Law  
5118 North 56th Street, Suite 111  
Tampa, Florida 33610  
(813) 621-8398  
Facsimile (813) 628-4797

EFFECTIVE DATE  
4-15-97

EFFECTIVE MARCH 31, 1997  
OUR NEW ADDRESS IS:  
9012 COPELAND ROAD  
TAMPA, FLORIDA 33637-5102  
TEL: (813) 980-1997  
FAX: (813) 914-9698

April 14, 1997

Division of Corporations  
Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Articles of Incorporation of Audio Quest Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced profit corporation.

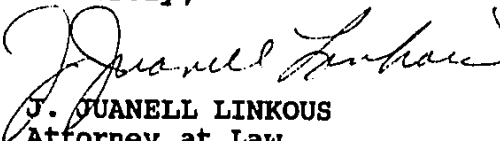
Please note that the effective date of the corporation is April 15, 1997.

Also enclosed is my client's check in the amount of \$122.50 made payable to the Department of State representing the filing fees, certified copy fee and registered agent fee.

Upon processing, please return a certified copy of the Articles of Incorporation to this office.

Should you have any questions please do not hesitate to contact the undersigned at (813) 980-1997.

Sincerely,

  
J. JUANELL LINKOUS  
Attorney at Law

JJL:khw  
Enclosures  
cc: Mr. Steven W. Tomberlin (w/encl.)

FILED  
97 APR 17 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 4/17/97

EFFECTIVE DATE

4-15-97

ARTICLES OF INCORPORATION  
OF  
AUDIO QUEST INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

AUDIO QUEST INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II.

Existence of Corporation

This corporation shall begin on April 15, 1997, and shall thereafter have perpetual existence.

ARTICLE III.

Purposes

The corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV.

##### General Powers

The corporation shall have power:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific, or educational purposes.

l. To transact any lawful business which the board of Directors shall find will be in aid of governmental policy.

m. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries, if any.

n. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

o. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

p. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V.

##### Capital Stock

a. The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting call for such purpose. All stock when issued shall be paid for and shall be nonassessable.

b. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE VI.

##### Principal Office

The principal place of business and mailing address of this corporation shall be: 5202 Seneca Avenue, Temple Terrace, Florida 33617.

#### ARTICLE VII.

##### Initial Registered Office and Registered Agent

The street address of the corporation's initial registered office is 5202 Seneca Avenue, Temple Terrace, Florida 33617, and the name of the corporation's initial registered agent at such address is STEVEN W. TOMBERLIN. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

#### ARTICLE VIII.

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof are as follows:

<u>Name</u>	<u>Address</u>
Steven W. Tomberlin	5202 Seneca Avenue Temple Terrace, Florida 33617

ARTICLE IX.

Incorporators

The name and address of the incorporator of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Steven W. Tomberlin	5202 Seneca Avenue Temple Terrace, Florida 33617

ARTICLE X.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE XI.

Indemnification of Directors

a. No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director:

(1) for any breach of the director's duty of loyalty to the corporation or its shareholders;

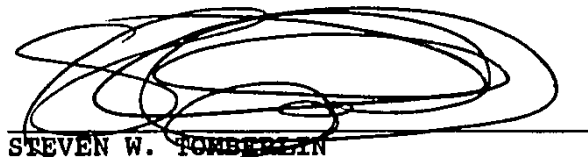
(2) for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

(3) under Section 607, Florida Statutes, the Corporation Law of the State of Florida; or

(4) for any transaction from which the director derived an improper personal benefit.

b. This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director granted by this Article for any act of, or omission by, that director occurring before the date of repeal, termination, modification, or cancellation.

IN WITNESS WHEREOF, the undersigned have executed these Articles for the uses and purposes therein stated this 14th day of April, 1997.



STEVEN W. TOMBERLIN

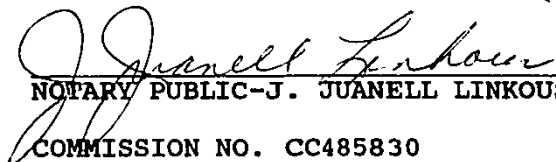


STATE OF FLORIDA

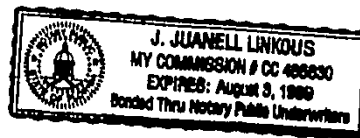
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 14th day of April, 1997, personally appeared STEVEN W. TOMBERLIN, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, who is personally known to me XX or who produced a Florida driver's license as identification \_\_\_\_\_, and who upon oath acknowledged to me that she executed the same freely and voluntarily for the uses and purposes expressed in the foregoing Articles of Incorporation.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC-J. JUANELL LINKOUS  
COMMISSION NO. CC485830

MY COMMISSION EXPIRES: 8/3/99



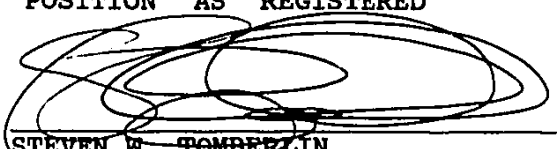
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE  
OF  
AUDIO QUEST INC.

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:

- (a) The name of the corporation is AUDIO QUEST INC.
- (b) The name and address of the registered agent and office are:

STEVEN W. TOMBERLIN  
5202 SENECA AVENUE  
TEMPLE TERRACE, FLORIDA 33617

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.



STEVEN W. TOMBERLIN

DATE: APRIL 14, 1997

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97 APR 17 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA