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JACK LOCKLIN, JR., P.A. FILED

ATTORNEYS AT LAW  
77 Jones Avenue  
Milton, Florida 32570

97MAY -2 AM10:11

JACK LOCKLIN, JR.\*  
ANGELA J. JONES

April 30, 1997

RECEIVED  
TALLAHASSEE, FLORIDA (904) 623-2500  
FAX (904) 983-8503

\*BOARD CERTIFIED REAL ESTATE ATTORNEY

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

1. PROCEED. 16. EMB. 1. 4  
... ..

RE: Home Audio Installations, Inc.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of Home Audio Installations, Inc. and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total .....	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

JACK LOCKLIN, JR., P.A.

Angela J. Jones

JL:jl  
Enclosure

PK  
5/10/97

ARTICLES OF INCORPORATION  
OF  
HOME AUDIO INSTALLATIONS, INC.

FILED  
97 MAY -2 AM 10: 11  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: **HOME AUDIO INSTALLATIONS, INC.**

ARTICLE II

The purpose of this corporation is to sell and install home audio and video equipment and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3745 Saddle Club Circle, Pace, Florida 32571, and the name of the initial registered agent of this corporation at that address is **GARY LEE HOLT**. The principal office is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Lee Holt	3745 Saddle Club Circle Pace, FL 32571
Joseph A. Parker	5617 Fairview Drive Milton, FL 32570

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Gary Lee Holt, 3745 Saddle Club Circle, Pace, Florida 32571.

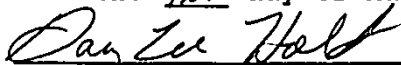
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This 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 on the 1st day of May, 1997.

  
\_\_\_\_\_  
Gary Lee Holt

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Gary Lee Holt**, to me well known and known to me to be the individual described in or who presented \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation of **HOME AUDIO INSTALLATIONS, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 15<sup>th</sup> day of May, 1997.



Angela J. Jones  
Notary Public  
My commission expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS FILED  
FOR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, AND NAMING AGENT 97 MAY -2 AM 10: 11  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Home Audio Installations, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named Gary Lee Holt, 3745 Saddle Club Circle, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 1st day of May, 1997.

HOME AUDIO INSTALLATIONS, INC.

BY: Gary Lee Holt

Gary Lee Holt

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Gary Lee Holt

Gary Lee Holt