

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Audie Bayers  
Callender Mart, Inc

DISBURSED

Capital Expense  
 Art. of Inc.  
 Corp. Record Search  
 Ltr. Partnership  
 Foreign Corp. Fil  
 ( ) Con. Copy(s) photo

Art. of Amend. File  
 Dissolution/Withdrawal  
 C U S -  
 Fictitious Name File

Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing

Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval

UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s. \_\_\_\_\_ Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prep.  
 FAX ( ) pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
 DATE 5/1/91  
 TIME 11:00 CK No. \_\_\_\_\_  
 BY CJB

WALK-IN  
 Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
AUDIO BUYERS' & SELLERS' MART, INC.**

**FILED**  
**97 MAY -7 PM 12:51**  
CLERK OF THE CIRCUIT COURT  
STATE OF FLORIDA  
TALLAHASSEE

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be AUDIO BUYERS' & SELLERS' MART, INC.

**ARTICLE II**

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE III**

The total authorized stock of this corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to the law.

#### ARTICLE V

The initial registered office of this corporation shall be located at 2017 Maplewood Drive, Coral Springs, Florida 33071. The initial registered agent at that address shall be Bryan S. Adeline. The initial mailing address of the corporation shall be located at PO Box 33636, Palm Beach Gardens, Florida 33420. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

#### ARTICLE VII

The name and address of the initial directors of this corporation, who shall hold office for the first year or until their respective successors are duly elected and have qualified, shall be:

Ralph B. Brown

4060 NW 83rd Lane  
Coral Springs, Florida 33065

Brett C. Brown

15 Commander's Drive  
Palm Beach Gardens, Florida 33418

#### ARTICLE VIII

The name and address of the incorporator is Bryan S. Adeline, Esq., 2017 Maplewood Drive, Coral Springs, Florida 33071

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or officer of such other corporation, or not interested.


#### ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

#### ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do both business within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7<sup>th</sup> day of May, 1997.


  
Bryan S. Adeline, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Bryan S. Adeline, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 7<sup>th</sup> day of May, 1997.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

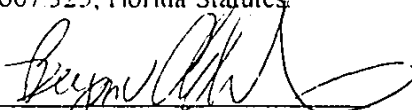


"OFFICIAL SEAL"  
Marilyn Pauline Krull  
My Commission Expires 7/9/2000  
Commission #CC 568498

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, it is submitted that AUDIO BUYERS' & SELLERS' MART, INC , has named Bryan S. Adeline, having a business office located 2017 Maplewood Drive, Coral Springs, Florida 33071, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same, agrees to act in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and acknowledges that the undersigned is familiar with and accepts, the obligations provided for in Section 607.325, Florida Statutes:

  
Bryan S. Adeline  
Registered Agent

Dated: This 7<sup>th</sup> day of May, 1997.

**FILED**  
97 MAY -7 PM 12:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA