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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 25 AM 10:48

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

800002222428--3
-06/25/97--01050--012
*****78.75 *****78.75

SUBJECT: NEMESIS LOUDSPEAKERS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

DAVID JEWELL

Name (printed or typed)

RT. 19, Box 870

Address

Lake City, Florida, 32025

City, State & Zip

904-758-2305

Daytime Telephone number

DAVID JEWELL GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRINCIPAL ADDRESS
DATE 6-30-97
DOC. EXAM. R. PURINON

NOTE: Please provide the original and one copy of the articles.

6-30-97

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**ARTICLES OF INCORPORATION
OF**

NEMESIS LOUDSPEAKERS, INC.

THE UNDERSIGNED being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST: The name of the Corporation herein shall be known as:

NEMESIS LOUDSPEAKERS, INC.

SECOND: The period which the corporation shall continue is perpetual.

THIRD: REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial principal office of the Corporation is:

Rt. 19, Box 870, Lake City, Florida 32025, and the name of the initial registered agent therein and in charge thereof upon process of service may be served is:

**DAVID JEWELL, RT. 19, BOX 870, LAKE CITY, FLORIDA
32025**

FOURTH: The Purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the Provisions of the General Corporation Laws of the State of Florida.

FIFTH: The total authorized capital stock of the Corporation is 100 shares having a value of none. All or any part of said share may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH: The name and address of the Incorporator of the Corporation is as follows:

David Jewell, Rt. 19, Box 870, Lake City, Florida 32025

SEVENTH: The powers of the incorporator will terminate upon the filing of these Articles of Incorporation and the name and mailing addresses of persons who are to serve as directors until the first meeting of the stockholders or until their successors are elected and qualify as follows:

President, and Managing Director-- Bruce Edward Jewell
Rt. 19, Box 870, Lake City, Florida 32025--45 shares

Vice-President: JOHN FOSTER COLLINS
72 Farndale Court, Joensboro, Georgia, 30236--45 shares

Secretary / Treasurer: David Jewell
Rt. 19, Box 870, Lake City, Florida 32025--10 shares

EIGHTH: Directors of the Corporation shall not be liable to either the Corporation or its stockholders for monetary damages for: 1) a breach of fiduciary duties unless the breach is one which invokes: a director's duty of loyalty to the corporation or its stockholders; 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; 3) liability for unlawful payments of dividends or unlawful; stock purchases or redemption by the Corporation; 4) a transaction from which the director derived an improper personal benefit.

The effective date of this ARTICLE OF INCORPORATION
is: 6/20/97

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Article of
Incorporation to be executed as of June 20, 1997.

Daniel Jewell
Incorporator

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

Pursuant to the provisions of Section 607.0501, 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: NEMESIS LOUDSPEAKERS, INC.
2. The name and address of the registered agent and office is:

DAVID JEWELL

RT. 19, Box 870,

Lake City, Florida 32025

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.


SIGNATURE

6/20/97
DATE

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