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Dick Lee & Associates, P.A.

Attorneys at Law

Continental Plaza
3250 Mary Street, Suite 202
Coconut Grove, Florida 33133
Telephone: (305) 443-2526
FAX: (305) 529-9102

September 25, 1997

VIA U.S. MAIL

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Audio Group Research Lab., Inc.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fees.

Please return a certified copy of the Articles to the undersigned Attorney in the enclosed self-addressed envelope.

Very truly yours,

EFFECTIVE DATE

09-26-97



Dick R. Lee

Enclosures

FILED
97 SEP 29 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau OCT - 1 1997

**ARTICLES OF INCORPORATION
OF
AUDIO GROUP RESEARCH LAB., INC.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this Corporation is **Audio Group Research Lab, Inc.** The temporary mailing address is: **3250 Mary Street, Suite 202, Coconut Grove, Florida 33133.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on September 26, 1997.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at **3250 Mary Street, Suite 202, Coconut Grove, Florida 33133** and the initial registered agent of this Corporation at such office shall be **Dick R. Lee**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name and address of the directors constituting the initial Board of Directors is/are:

Name
Jennifer Tsai a/k/a Ming-Fang Tsai

Address
3250 Mary Street, Suite 202
Coconut Grove, Florida 33133

EFFECTIVE DATE

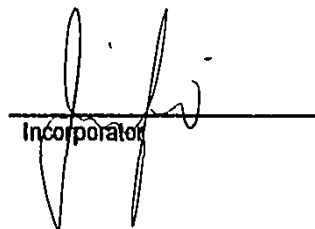
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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name
Jennifer Tsai a/k/a Ming-Fang Tsai

Address
3250 Mary Street, Suite 202
Coconut Grove, Florida 33133


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Audio Group Research Lab., Inc.** at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: September 25, 1997


Dick R. Lee, Esq.

FILED
97 SEP 29 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09-26-97