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**ROSE & ROSE, P.A.**  
ATTORNEYS AT LAW

PETER A. ROSE  
ALSO MEMBER TEXAS BAR  
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SUITE 200  
THE DART BUILDING  
2101 NORTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33311  
TELEPHONE (954) 561-8000  
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October 2, 1997

Secretary of State  
Division of Corporations  
Post Office Box 5588  
Tallahassee, Florida 32314

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

Re: Absolute Audio, Inc.  
Our File No.: ACR-7707

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-captioned organization, along with our office account check in the sum of \$122.50 to cover filing fees.

Please file and record these Articles and return the recorded copy directly to this office in the stamped, self-addressed envelope provided for your convenience.

Should you have any questions regarding this or any other matter, please feel free to contact me.

Sincerely,

  
Andrew C. Rose, Esquire  
For the Firm

sbh  
enclosures

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ACR-7707

**ARTICLES OF INCORPORATION  
OF  
ABSOLUTE AUDIO, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the law of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**ABSOLUTE AUDIO, INC.**

The address of the principal office of this corporation shall be:

**2298 Arbour Walk Circle, #1314  
Naples, Florida 34109**

and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

#### **ARTICLE IV. PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

#### **ARTICLE V. DIRECTORS**

The Initial Board of directors shall consist of one (1) member, who need not be residents of the State of Florida or shareholders of the corporation. The names and addresses of the initial members of the Board of Directors are:

Jason G. Richards  
2298 Arbour Walk Circle, #1314  
Naples, Florida 34109

#### **ARTICLE VI. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jason G. Richards, President  
2298 Arbour Walk Circle, #1314  
Naples, Florida 34109

Jason G. Richards, Secretary  
2298 Arbour Walk Circle, #1314  
Naples, Florida 34109

#### **ARTICLE VII. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2101 North Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is:

Andrew C. Rose, Esquire

**ARTICLE VIII. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VIX. INCORPORATOR**

The name and street address of the Incorporator to this Articles of Incorporation:

Andrew C. Rose, Esquire  
2101 North Andrews Avenue, Suite 200  
Fort Lauderdale, Florida 33311

IN WITNESS WHEREOF, the undersigned agent of Rose & Rose, P.A. has hereunto set their hand and seal of Rose & Rose, P.A. on October 1, 1997.

Rose & Rose, P.A.  
2101 North Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33311  
(954) 561-5000 - Telephone



Andrew C. Rose, Esquire

Date: 10/2/97

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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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Rose & Rose, P.A.  
2101 North Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33311  
(954) 561-5000 - Telephone



Andrew C. Rose, Esquire

Date:

10/2/97