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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: Sylvia Batista
PHONE: (305)358-9900
(305)789-9302

FAX #:

NAME: RC ACQUISITION SUB II, INC.

AUDIT NUMBER.....H97000017895

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....1

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P. 002

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ARTICLES OF INCORPORATION
OF
RC ACQUISITION SUB II, INC.

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is RC Acquisition Sub II, Inc. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: c/o Recoton Corporation, 2950 Lake Emma Road, Lake Mary, FL 32746; Attn:

THIRD: The Corporation is authorized to issue 200 shares of common stock, par value \$.01 per share.

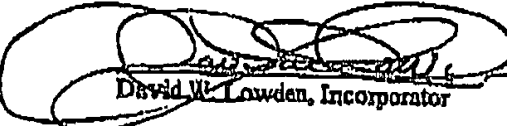
FOURTH: The street address of the initial registered office of the Corporation is: Stroock & Stroock & Lavan, LLP 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131-2385, and the registered agent at that address is Daniel Lampert.

FIFTH: The name and address of the incorporator of the Corporation is: David W. Lowden, Stroock & Stroock & Lavan, LLP, 180 Maiden Lane, New York, NY 10038.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions. The Corporation elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 1997.


David W. Lowden, Incorporator

This instrument prepared by:
St. John Daugherty
Florida Bar No. 937274
Stroock & Stroock & Lavan, LLP
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131-2385
(305) 358-0000

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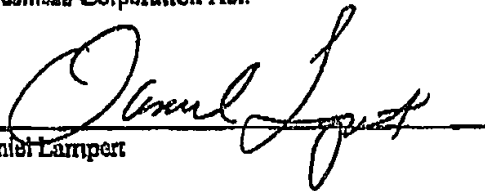
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of RC Acquisition Sub II, Inc. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Daniel Lampert

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TALLAHASSEE, FLORIDA

The instrument prepared by:
St. John Daugherty
Florida Bar No. 937274
Sroock & Sroock & Lavin, LLc
200 South Biscayne Boulevard
Suite 2300
Miami, Florida 33131-2385
(305) 358-9000

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