

P98000007043

TRANSMITTAL LETTER

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

SUBJECT: Unleashed Technologies Incorporated
(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: William A. Pannebaker
Name (Printed or typed)

10605 Tavistock Drive
Address

Tampa, FL 33626
City, State & Zip

813-926-3163
Daytime Telephone number

400002407384--9
-01/21/98-01110-015
*****78.75 *****78.75

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

FILED
98 JAN 21 AM 7:58
TALLAHASSEE, FLORIDA

2/3 1-23-98

FILED

98 JAN 21 AM 7:58

ARTICLES OF INCORPORATION
OF
UNLEASHED TECHNOLOGIES INCORPORATED
TALLAHASSEE, FLORIDA

The undersigned, being natural persons, do hereby act as incorporators in adopting the following articles of incorporation for the purpose of organizing a corporation pursuant to the provisions of Chapter 607 of Florida Statutes.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Unleashed Technologies Incorporated.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized are as follows: (1) To provide a wireless speaker solution for home stereo and home entertainment systems, and to market such solution; (2) To engage in the production and sale of any other products or services as the Board of Directors may deem appropriate; (3) To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the provisions of Chapter 607 of Florida Statutes; and (4) The transaction of any and all lawful business for which corporations may be incorporated under the provisions of Chapter 607 of Florida Statutes.

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is 5000 of class A common stock with \$.01 par value. The Board of Directors shall have the authority to set the price.

With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors.

FIFTH: 1. The Corporation shall, to the fullest extent permitted by the provisions of Chapter 607 of Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The stated capital of the Corporation may be changed by the Board of Directors, without the assent of the stockholders.

SIXTH: All shareholders of the Corporation shall possess preemptive rights. All shareholders have the right to buy a corresponding percentage of any new stock of the same class authorized and issued by the Corporation. A corresponding percentage is defined as the corresponding percentage of his or her current shareholdings to the total number of outstanding shares. Only after one or more shareholders decline the option to purchase additional shares, may the Corporation offer the shares to other investors.

SEVENTH: The Board of Directors, corporate officers, and agents will be indemnified for any liability to which they may be subject as a result of the performance of their duties on behalf of the Corporation.

EIGHTH: The post office address of the initial registered office of the Corporation in the State of Florida is 10605 Tavistock Drive, Tampa, Florida 33626. The name of the county in the State of Florida in which the said registered office of the Corporation is located is the county of Hillsborough.

The name of the initial registered agent of the Corporation at such address is William A. Pannebaker. His business office is the same as the registered office of the Corporation as set forth above.

NINTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3).

The names and the addresses of the persons who are to serve as members of the initial Board of Directors of the Corporation are as follows:

William A. Pannebaker	10605 Tavistock Drive Tampa, Florida 33626
David N. Jones	4697 55 th Avenue North St. Petersburg, Florida 33714
David J. Gudino	306 Waterford Court Southlake, TX 76092

ELEVENTH: The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws.

Signed on 1/19/98.

Incorporators:

William A. Pannebaker 1/19/98
William A. Pannebaker

David N. Jones 1/19/98
David N. Jones

David Gudino 1/19/98
David Gudino

ACCEPTANCE BY REGISTERED AGENT

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.

William A. Pannebaker

William A. Pannebaker

1/19/98

Date

State of Florida)
)
County of Hillsborough)

On January 19, 1998 before me, Penni Hollis, personally appeared William A. Pannebaker, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, entitled Articles of Incorporation of Unleashed Technologies Incorporated, and acknowledged to me that he signed the same, and that by his signature on the instrument the person executed the instrument.

Witness my hand and official seal.



PENNI R. HOLLIS
COMMISSION # CC 646560
EXPIRES JUN 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Penni R. Hollis
NOTARY PUBLIC

State of Florida)
County of Hillsborough)

On January 19, 1998 before me, Penni Hollis, personally appeared David N. Jones, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, entitled Articles of Incorporation of Unleashed Technologies Incorporated, and acknowledged to me that he signed the same, and that by his signature on the instrument the person executed the instrument.

Witness my hand and official seal.



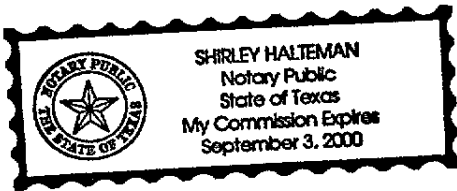
PENNI P. HOLLIS
COMMISSION # CC 646560
EXPIRES JUN 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Penni P. Hollis
NOTARY PUBLIC

State of Texas)
)
County of Dallas)

On January 9, 1998 before me, Shirley Halteman, personally appeared David J. Gudino, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, entitled Articles of Incorporation of Unleashed Technologies Incorporated, and acknowledged to me that he signed the same, and that by his signature on the instrument the person executed the instrument.

Witness my hand and official seal.



Shirley Halteman
NOTARY PUBLIC

FILED
98 JAN 21 AM 7:58
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA