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STEVEN D. KAUFMAN

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March 18, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Acoustical Components, Inc.

Dear Secretary:

Enclosed please find an original and two copies of the Articles of Incorporation of Acoustical Components, Inc., together with our check in the amount of \$122.50 for payment of all required fees.

Please file these Articles, and return a Certified Copy of same to our office.

Very truly yours,


Steven D. Kaufman

SDK/lm

Enclosures

cc: Acoustical Components, Inc.

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ARTICLES OF INCORPORATION
OF
ACOUSTICAL COMPONENTS, INC.

FIRST: The name of the corporation is ACOUSTICAL COMPONENTS, INC. (the "Corporation").

SECOND: The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) shares of capital stock, \$1.00 par value.

THIRD: The Corporation is organized for the purpose of acoustic treatment and for the purpose of transacting any and all lawful business.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as initial director is:

Daniel Diaz
2120 S.W. 19 Terrace
Miami, Florida 33145

FIFTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Steven D. Kaufman
8125 S.W. 120 Street
Miami, Florida 33156

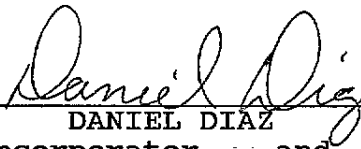
SIXTH: The address of the principal office and the mailing address of the corporation is:

P.O. Box 453483
Miami, Florida 33245-3438

SEVENTH: The Corporation elects not to be governed by Section

607.0901 of the Florida Business Corporation Act.

DATED: March 18, 1998



DANIEL DIAZ
Incorporator and Initial
Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for ACOUSTICAL COMPONENTS, INC. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.



STEVEN D. KAUFMAN

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