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Ford & Lewis, P. A.

*Attorneys at Law*

Robert E. Ford  
D. Robert Lewis



813 258-3976  
Fax 254-6839

800 West Platt Street, Suite Six, Tampa, Florida 33606  
Email: Ford\_LewisPA@msn.com

TRANSMITTAL LETTER

May 28, 1998

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

600002542266--2  
-06/01/98--01067--010  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Audio Services Plus, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and designation of the initial registered agent and a check for \$122.50 for the filing fee and a certified copy of the Articles of Incorporation.

Sincerely,

Robert E. Ford  
Florida Bar # 457620

FILED  
98 JUN -1 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS  
6/2

# **ARTICLES OF INCORPORATION**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:*

## **ARTICLE 1 NAME**

The name of the corporation shall be Audio Services Plus, Inc.

## **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Audio Services Plus, Inc.  
13801 North 37th Street  
Tampa, Florida 33613

## **ARTICLE 111 SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand.

## **ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

John B. Underhill  
13801 North 37th Street  
Tampa, Florida 33613

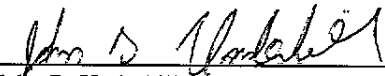
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

John B. Underhill  
13801 North 37th Street  
Tampa, Florida 33613

*The undersigned incorporator has executed these Articles of Incorporation  
on this the twenty-eighth day of May, 1998.*

  
\_\_\_\_\_  
John B. Underhill

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,  
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

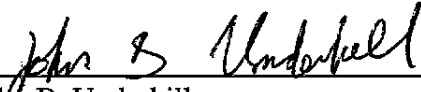
1. The name of the corporation is Audio Services Plus, Inc.
2. The name and address of the registered agent and office is:

John B. Underhill  
13801 North 37th Street  
Tampa, Florida 33613

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

**Witness my signature on this the twenty-eighth day of May, 1998.**

  
\_\_\_\_\_  
John B. Underhill