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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 862495 121767A

AUTHORIZATION :

*Patricia Pizju*

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1998

ORDER TIME : 1:14 PM

ORDER NO. : 862495-005

200002566772--4

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan  
KARP & GENAUER, P.A.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: GL & C AUDIO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 AM 8:30

RECEIVED  
98 JUN 19 PM 2:53  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
G L & C AUDIO, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 AM 8:30

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is G L & C AUDIO, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 8280 N.W. 27th Street, Suite 505, Miami, Florida 33122 and the corporation's mailing address is 8280 N.W. 27th Street, Suite 505, Miami, Florida 33122.

**ARTICLE III  
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to have outstanding two classes of stock, to be designated as Common Stock and Preferred Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is ten thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. The maximum number of shares of Preferred Stock which

the corporation is authorized to have outstanding is fifty thousand (50,000) shares of Preferred Stock, having a par value of \$10.00 per share. The Preferred Stock shall, with respect to distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, but not upon dividend distributions, rank senior to all classes of Common Stock of the Corporation (including, without limitation, the currently authorized Common Stock, par value \$1.00 per share), and to each other class or series of capital stock of the Corporation hereinafter created.

Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Preferred Stock shall not be entitled to vote on any matters. Other than as specifically set forth in these Articles of Incorporation, the shares of Common Stock and Preferred Stock shall be equal in all respects and the shares of Preferred Stock shall not have any designations, preferences, limitations or relative rights other than those specifically set forth in these Articles of Incorporation.

#### ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, Attention: Martin J. Genauer.

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of June, 1998.

KARP & GENAUER, P.A., as Incorporator

By: Martin J. Genauer  
Martin J. Genauer, Vice President

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 19 AM 8:30

G L & C Audio, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By:



Martin J. Genauer, Vice President

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