

# TRANSMITTAL LETTER

P98000071491

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

300002614503--4  
-08/13/98--01017--003  
\*\*\*\*\*40.00 \*\*\*\*\*70.00

SUBJECT: N2 Audio, INC.  
(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: Gilbert Estime  
Name (Printed or typed)

444 BRICKELL AVE, Suite 51-221  
Address

Miami FL 33131  
City, State & Zip

(305) 469 4520  
Daytime Telephone number

FILED  
98 AUG 13 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SMITH AUG 17 1998

# ARTICLES OF INCORPORATION OF N2 AUDIO, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to the contract and hereby forms a corporation for profit under chapter 607 of the Florida Statutes.

## ARTICLE 1 - NAME

The name of the Corporation is N2 AUDIO, INC.

## ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 4760-68 East Bay Dr. , Largo FL 33764.

## ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Gilbert Estime'  
444 Brickell Ave, Suite 51-221  
Miami, FL 33131

## ARTICLE 5 - OFFICERS

The initial president of the corporation shall be Bradley S. Wagner whose address shall be 6465 49th Ave. North, St. Petersburg FL 33709.

The initial vice-president of the corporation shall be Justin C. Wilber whose address shall be 6742 3rd. Ave. N., St. Petersburg FL 33710.

## ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each having no par value.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

6.4 The board of directors of the corporation may, by the articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences,

conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

#### **ARTICLE 7 - "S-CORPORATION"**

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this corporation may elect and if elected, shall continue such election to be an S corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

7.2 After this corporation has elected to be an S-Corporation, none of the shareholders of this corporation, without the consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each State of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

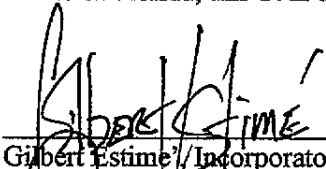
#### **ARTICLE 8 - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

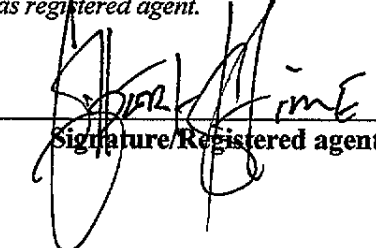
#### **ARTICLE 9 -- REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this corporation is Gilbert Estime, located at 17454 SW 79 Court, Miami Fl 33157.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of August, 1998.

  
Gilbert Estime, Incorporator  
444 Brickell Ave, Suite 51-221  
Miami, Fl 33131

*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 the 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.*

  
\_\_\_\_\_  
Signature/Registered agent

08/10/98

\_\_\_\_\_  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA