

P980000073984

CompuData Accounting, Inc.

7420 SW 99th Court
Miami, Florida 33173-3149
Phone: 305/274-9328

August 10, 1998

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****122.50 ****122.50

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

SUBJECT: AUTO, AUDIO & ALARM, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

FROM:

CompuData Accounting, Inc.
7420 SW 99th Court
Miami, Florida 33173-3149
305-274-9328

FILED
98 AUG 24 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-25-98
MM



ARTICLES OF INCORPORATION
OF
AUTO, AUDIO & ALARM, INC.

98 AUG 24 AM 8:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

AUTO, AUDIO & ALARM, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority

to issue is the total sum of **100** shares, having an individual par value of **\$1.00**.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:

**14300 SW 82nd Ave.
Unit C.
Miami, Florida 33158**

**Richard Andrew Whitelocke
14300 SW 82nd Avenue, Unit C.
Miami, Florida 33158**

ARTICLE VI


The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as an initial director is:

President
**Richard Andrew Whitelocke
14300 SW 82nd Avenue, Unit C
Miami, Florida 33158**

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

**Richard Andrew Whitelocke
14300 SW 82nd Avenue, Unit C
Miami, Florida 33158**

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 14 day of August, 1998



STATE OF FLORIDA

COUNTY OF DADE

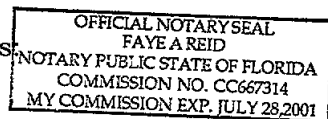
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard Andrew Whitelocke known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 14th day of August, 1998.

Faye A Reid

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

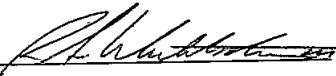
Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Auto, Audio & Alarm, Inc.**
2. The name and address of the registered agent and office is:

Richard Andrew Whitelocke
(Name)
14300 SW 82nd Avenue, Unit C
(P O Box Not acceptable)
Miami, Florida 33158
(City/State/Zip)

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.

Signature



Date

14/08/98

FILED
98 AUG 24 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA