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FLORIDA PROFIT CORPORATION OR P.A.

VANBUREN FOSGATE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
VanBuren Fosgate, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adapt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:

VanBuren Fosgate, Inc.

ARTICLE II PRINCIPAL OFFICE

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

*2665 South Bayshore Drive Suite #400
Coconut Grove, FL 33133*

ARTICLE III SHARES

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

500 shares at \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Eric S. Friedfeld
2665 South Bayshore Drive Suite #400
Coconut Grove, FL 33133*

Friedfeld and Associates, P. A.
2665 South Bayshore Drive
Suite 400
Coconut Grove, FL 33133
(305) 859-2822 Phone
(305) 859-2824 Fax

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Eric S. Friedfeld
2665 South Bayshore Drive Suite #400
Coconut Grove, FL 33133

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24th day of September, 1998

Eric S. Friedfeld

Signature

Signature

Signature

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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:

VanBuren Fosgate, Inc.

2. The name and address of the registered agent and office is:

Eric S. Friedfeld
2665 South Bayshore Drive Suite #400
Coconut Grove, FL 33133

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 a registered agent.

Eric S. Friedfeld

Signature

September 24, 1998

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