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WILLIAM R. SMITH

ATTORNEY AND COUNSELOR AT LAW  
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TELECOPIER: 941 482-1007

December 18, 1998

8191 COLLEGE PARKWAY  
SUITE 300  
FORT MYERS, FLORIDA 33919

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

AUDIO CONNECTION, INC.

Enclosed are the Articles of Incorporation for the above-referenced corporation. Please:

1. File these articles with the Corporate Division of the Department of State.
2. Please provide a certified copy of the Certificate of Incorporation.

I have enclosed a check for \$78.75 to cover the costs of filing and the certified copy.

If you have any questions, please call.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

  
WILLIAM R. SMITH

WRS/wlg

Enclosures - Articles of Incorporation  
Check for \$78.75

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

AUDIO CONNECTION, INC.

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

ARTICLE I. NAME.

The name of this Corporation shall be Audio Connection, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 14251 Gamma Drive, Unit #4, Fort Myers, Florida 33912.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with audio sound, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

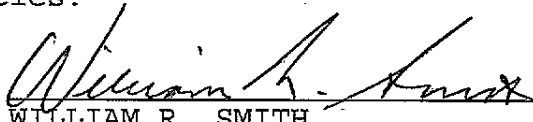
WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have one (1) Director, whose name and street address is as follows:

Craig Rehard  
2400 Ivy Avenue  
Fort Myers, Florida 33907

THE UNDERSIGNED has executed these Articles of Incorporation this 18 day of December, 1998. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
WILLIAM R. SMITH,  
Incorporator and Registered Agent

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