

P99000040820

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

SUBJECT:

Mr. Audio, Inc.

(Proposed corporate name - must include suffix)

200002864002--5
-05/05/99--01082--012
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Michael W. Rodgers

Name (Printed or typed)

11 Tupelo Ave. S.E.

Address

FT. Walton Beach, FL 32548

City, State & Zip

(850) 243-0033

Daytime Telephone number

RECEIVED

99 MAY -5 PM 2:07

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY -5 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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

8/5/99

APPROVED
AND
FILED

99 MAY -5 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MR. AUDIO, INC.

The undersigned subscriber, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME AND LOCATION

The name of the corporation shall be Mr. Audio, Inc., and its location shall be Gulf Breeze, Santa Rosa county, Florida 32561.

ARTICLE II.

PURPOSE AND NATURE OF BUSINESS

The purpose of the corporation and the nature of its business are to engage in the sale and installation of car audio and theft detection systems.

ARTICLE III.

DURATION

This corporation shall continue its existence for the maximum period allowed by Florida Law.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, having a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V.

ADDRESS AND AGENT

The mailing address and initial registered office of the corporation is 11 Tupelo Avenue, SE, Fort Walton Beach, Florida 32548, and the name of its initial registered agent is Michael W. Rodgers. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI.

DIRECTORS AND SHAREHOLDERS

The corporation shall be managed by a Board of Directors of at least one (1) director. The directors shall be elected by the shareholders of the corporation.

ARTICLE V.

RESTRAINT OF ALIENATION

No shareholder may sell or transfer his shares in the corporation, except to another individual who is eligible to be a shareholder of the corporation under Florida law. Certain shares of stock of the corporation, by agreement of all shareholders, are subject to a stock restriction agreement containing an irrevocable proxy, the existence of which shall be endorsed upon each share of stock so restricted.

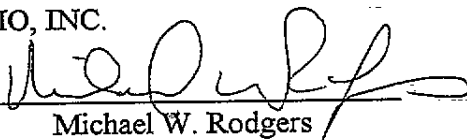
ARTICLE VIII.

These articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation
this 04th day of April, 1999.

INCORPORATOR
Michael W. Rodgers President
11 Tupelo Ave. SE.E
Ft. Walton Beach, Fl. 32548

MR. AUDIO, INC.

BY: 
Michael W. Rodgers

ITS: President

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally came and appeared Michael W. Rodgers, to me well known and
known to me to be the person described in and who executed the foregoing, and acknowledged to
and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this the 04th day of April, 1999, in the aforesaid county and
state.

NOTARY PUBLIC

My Commission Expires: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

Mr. Audio, Inc.

(must include suffix)

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

MICHAEL W. RODGERS

(Name)

11 TUPELO AVE SE

(P.O. Box or Mail Drop Box NOT Acceptable)

FT WALTON BEACH, FL 32548

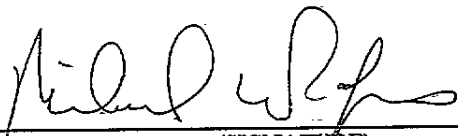
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 PM 2:26

APPROVED
AND
FILED

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)

MAY 4, 1999

(DATE)