

LAW OFFICES
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JAMES L. SOULE *

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* LEGAL ASSISTANT
† CERTIFIED LEGAL ASSISTANT

September 3, 1999

P99000083630

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

RE: Car Audio Plus, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Karen Verna
Karen Verna
Certified Legal Assistant

enclosure

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TALLAHASSEE, FLORIDA
DEPT. OF STATE

EFFECTIVE DATE
9-15-99

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ARTICLES OF INCORPORATION

of
Car Audio Plus, Inc.

Article I

The name of the corporation is: Car Audio Plus, Inc.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and the operation of automotive security systems and accessories.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The date of Incorporation shall be the date that the Articles are filed with the Secretary of State.

Article VI

The street address of the initial registered office of this corporation is 7515 West Oakland Park Blvd., Suite 100, Fort Lauderdale, FL 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule, Esquire.

Article VII

The name(s) of the incorporator(s) signing these articles is\are: John Sachtouras.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-15-99

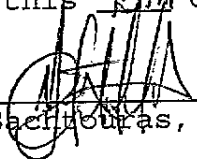
Article VII

The principle place of business will be 3625 S. State Rd. 7, Unit 1, Hollywood, FL 33023, and the mailing address will be 3625 S. State Rd. 7, Unit 1, Hollywood, FL 33023.

ARTICLE VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation, this 15th day of Sept, 1999.



John Sachouras, Incorporator

**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: Car Audio Plus, Inc.
2. The name and address of the registered agent and office is:

James L. Soule, Esquire
(name)

7515 W. Oakland Park Blvd., Suite 100
(P.O. Box not acceptable)

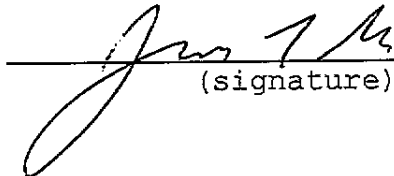
Ft. Lauderdale, FL 33319
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)