

P99000085519



ACCOUNT NO. : 072100000032

REFERENCE : 387396 150067A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : September 27, 1999

ORDER TIME : 1:43 PM

ORDER NO. : 387396-005

CUSTOMER NO: 150067A

600002998156--4

CUSTOMER: Paul M. Sills, Esq
SIDNEY L. VIHLEN, III, P.A.
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Suite C
1173 Spring Centre South Blvd.
Altamonte Sprin, FL 32714

DOMESTIC FILING

NAME: TURTLE BEACH TRADING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 9:07

RECEIVED
99 SEP 27 PM 2:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TURTLE BEACH TRADING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 27 AM 9:07

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation is:

TURTLE BEACH TRADING, INC.

ARTICLE II
CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSES

This corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States including, without limitation, merchandise sales.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value. All or any part of said stock of this corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V
INITIAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 3830 State Road A1A, Melbourne Beach, Florida 32951. The directors may from time to time, move the principal office to any other address in the State of Florida. The corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

SUSAN E. PLANK.....DIRECTOR

ARTICLE VIII
OFFICERS

The initial officers of the Corporation shall be a president, secretary and treasurer. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the shareholders of the corporation. Thereafter, the officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the shareholders of the corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3830 State Road A1A, Melbourne Beach, Florida 32951; and the name of the initial registered agent of this Corporation at that address is **STEPHANIE TAYLOR**.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

SUSAN E. PLANK
3830 State Road A1A
Melbourne Beach, Florida 32951

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 23rd day of September, 1999.


SUSAN E. PLANK,
Incorporator

STATE OF FLORIDA }
COUNTY OF ORANGE }

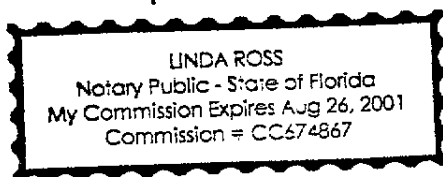
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared, **SUSAN E. PLANK**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 23rd day of September, 1999.

(SEAL)



Linda Ross
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TURTLE BEACH TRADING, INC.**, which is contained in the foregoing Articles of Incorporation.

Stephanie Taylor
Stephanie Taylor
Registered Agent