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Law Offices
ROBERT L. FELDMAN
300 Sevilla Avenue
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FILED
99 OCT -4 AM 9: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

30 September, 1999

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*****78.75 *****78.75

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

Re: Schenk Audio, Inc.

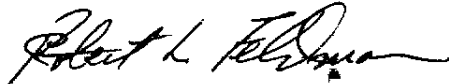
Dear Sir or Madam:

Enclosed please find an original and a copy of the articles of incorporation for each of the above-referenced corporations. Also enclosed is a check in the amount of \$78.75, representing the filing fee, registered agent fee and certified copy fee for the corporation.

Please return the certificate of incorporation and the certified copy of the articles of incorporation to my office.

Thank you for your prompt attention to this matter.

Very truly yours,



Robert L. Feldman

RLF:mt
enclosures

PH 10/6/99

**ARTICLES OF INCORPORATION
OF
SCHENK AUDIO, INC.**

FILED
99 OCT 28 11 38 AM
COPY
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SCHENK AUDIO, INC.

ARTICLE II: DURATION

The corporation is to have perpetual existence.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000) SHARES of common shares with a ONE DOLLAR (\$1.00) par value per share.

ARTICLE V: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 1369 Highway A1A, Unit 9, Satellite Beach, FL 32937

ARTICLE VI: ADDRESS

The initial address of the Registered Office of the Corporation is 300 Sevilla Avenue, Suite 305, Coral Gables, Florida 33134, and the name of the initial Registered Agent of the corporation is ROBERT L. FELDMAN, ESQUIRE.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of one (1) or more members. The name and address of the initial Board of Directors is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| SCOTT SCHENK | 1369 Highway A1A, Unit 9 Satellite Beach, FL 32937 |

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these articles is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| SCOTT SCHENK | 1369 Highway A1A, Unit 9 Satellite Beach, FL 32937 |

ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

I, THE UNDERSIGNED, being each and all of the principal subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and, accordingly, I have hereunto set my hand and seal this 30th day of September, 1999.



INCORPORATOR

STATE OF FLORIDA)

SS:

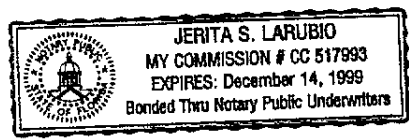
COUNTY OF BREVARD)

BE IT REMEMBERED that on this 1 day of ~~September~~ ^{October}, 1999, personally appeared before me, SCOTT SCHENK, the party to the foregoing Articles of Incorporation, who produced Florida Driver's License # 5520 796-63-206-0 for identification, and who took an oath, and he acknowledged that said Articles are the free and voluntary act and deed of him for himself and not any other, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, State of Florida, this 1 day of ~~September~~ ^{October}, 1999.

My commission expires:

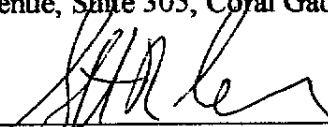
Jerita S. LaRubio
NOTARY PUBLIC - STATE OF FLORIDA
Typed name: Jerita S. LaRubio
Commission No.: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

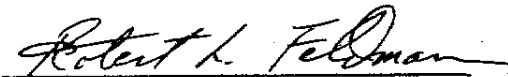
1. The name of the corporation is SCHENK AUDIO, INC.
2. The Name and address of the Registered Agent and Registered Office is:
Robert L. Feldman, Esquire, 300 Sevilla Avenue, Suite 305, Coral Gables,
Florida 33134.



INCORPORATOR

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 and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of my position as Registered Agent.

Dated: 30 September, 1999



ROBERT L. FELDMAN, ESQUIRE
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA