

The State of South Carolina,
EXECUTIVE DEPARTMENT

CHARTER
BY THE SECRETARY OF STATE

WHEREAS, JOSEPH H. EARLE, JR. of 357 Riverside Drive, Greenville, S. C.
BILL B. BCZEMAN of Route 4, Taylors, S. C.

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did on the 29th day of February, 1956, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is AUDIO SYSTEMS, INC.

THIRD: That the principal place of business is Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to design, assemble, install and repair, to own, buy, lease, sell or otherwise deal in equipment of all kinds relating to the transmission, reception, amplification, and reproduction of sound, including turntables, record changers, phonographs, phonograph records, recording apparatus, radio tuners and amplifiers, audio amplifiers, compensators, equalizers, speakers, speaker systems of all kinds, cabinets, all types of related equipment, and all components and devices used in the manufacture and operation of such equipment; to act as distributor, wholesaler, or retailer in the merchandising of such equipment and to make any and all contracts or agreements, either as principal or agent, and on commission or otherwise as may be necessary or expedient for the acquisition, manufacture, installation, and disposition of such items and equipment; and generally to conduct a wholesale and retail business for the marketing and installation of sound systems of all types or components thereof, for domestic, educational, commercial, religious and other purposes.

FIFTH: That the amount of the capital stock is One Thousand (\$1,000.00) ----- Dollars payable in cash or property

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100) of the par value of Ten (\$10.00) ----- Dollars.

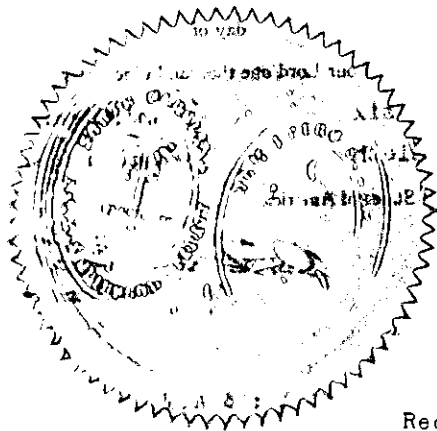
SEVENTH: That, after due notice, a meeting of the subscribers was held on the 22nd day of February, 1956, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Robert H. Rigby and Joseph H. Earle, Jr.

EIGHTH: That subsequently there was elected as President, Robert H. Rigby ;
as Vice-President, Joseph H. Earle, Jr. ; as Secretary, Helen P. Rigby ;
as Treasurer, Joseph H. Earle, Jr.

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville News a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia, this 29th day of February in the year of our Lord one thousand nine hundred and fifty-six and in the one hundred and eightieth year of the Independence of the United States of America.



O. Frank Thornton
Secretary of State.

Recorded March 3rd, 1956 at 11:01 A.M. #5695