

B1 (Official Form 1)(12/11)

United States Bankruptcy Court District of Massachusetts		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Professional Audio Design, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 04-3176741		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 90 Corporate Park Drive Suite 1420 Pembroke, MA <div style="text-align: right;">ZIP Code 02359</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Plymouth		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$50 million <input type="checkbox"/> \$10,000,001 to \$100 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Professional Audio Design, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)
I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Professional Audio Design, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)

Nina M. Parker 389990
Printed Name of Attorney for Debtor(s)

Parker and Associates
Firm Name
10 Converse Place
Winchester, MA 01890

Address

Email: **nparker@ninaparker.com**
(781)729-0005 Fax: (781)729-0187
Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

David Malekpour
Printed Name of Authorized Individual

President, Treasurer and Director
Title of Authorized Individual

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Massachusetts**

In re Professional Audio Design, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Alex Pizzorni 2635 Carman Crest Drive Los Angeles, CA 90068	Alex Pizzorni 2635 Carman Crest Drive Los Angeles, CA 90068			26,900.00
Allaire 486 Pitcairn Road Shokan, NY 12481	Allaire 486 Pitcairn Road Shokan, NY 12481			326,994.00
Axis Recording Studio/Wave Music 244 West 54th Street, 8th Floor New York, NY 10019	Axis Recording Studio/Wave Music 244 West 54th Street, 8th Floor New York, NY 10019			39,150.00
Citizens Bank Mastercard P.O. Box 9665 Providence, RI 02940	Citizens Bank Mastercard P.O. Box 9665 Providence, RI 02940			4,882.86
Creations Garden 27615 Avenue Hopkins Valencia, CA 91355	Creations Garden 27615 Avenue Hopkins Valencia, CA 91355			72,840.00
GFAB Records 10542 Willow Oak Court Wellington, FL 33414	GFAB Records 10542 Willow Oak Court Wellington, FL 33414			8,664.48
Integrated Recording Studios 449 Washington Street New York, NY 10013	Integrated Recording Studios 449 Washington Street New York, NY 10013			45,000.00
James Krystofiak 4994 Seneca Park Loop Fremont, CA 94538	James Krystofiak 4994 Seneca Park Loop Fremont, CA 94538			45,000.00
Konstantin Veretelnikov 30 Panas Road, #EB35440 Foxboro, MA 02035	Konstantin Veretelnikov 30 Panas Road, #EB35440 Foxboro, MA 02035			11,615.40
Kris P. Singh 251 New Freedom Road South Hampton, NJ 08088	Kris P. Singh 251 New Freedom Road South Hampton, NJ 08088			57,335.40
Mill Realty Trust 15401 67th Court North Loxahatchee, FL 33470	Mill Realty Trust 15401 67th Court North Loxahatchee, FL 33470			10,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **Professional Audio Design, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Philologica Canadensis #39-1444 Depont Street Tronto, Ontario Canada M6P 4H3	Philologica Canadensis #39-1444 Depont Street			7,850.00
Professionail 55 US Highway 9, Ste. 360 Englishtown, NJ 07726	Professionail 55 US Highway 9, Ste. 360 Englishtown, NJ 07726			4,260.80
R.A. Hall & Company 183 State Street Boston, MA 02109	R.A. Hall & Company 183 State Street Boston, MA 02109			7,447.87
Sociedad de Autores y Compositores of Mexico S. de G.C. de I.P. Read de Natiriazgi Bi, 129 Col. Xoco D. Benito Juarez Mexico, 03330, D.F. Mexico	Sociedad de Autores y Compositores of Mexico S. de G.C. de I.P. Read de Natiriazgi Bi, 129 Mexico, 03330, D.F. Mexico		Contingent Unliquidated Disputed	272,160.00
South Beach Studios/Island Trading 1200 Collins Avenue Miami Beach, FL 33139	South Beach Studios/Island Trading 1200 Collins Avenue Miami Beach, FL 33139			15,000.00
The Desk Doctor, Inc. 3316 West Burbank Boulevard Burbank, CA 91505	The Desk Doctor, Inc. 3316 West Burbank Boulevard Burbank, CA 91505			31,943.14
Tim Tucker P.O. Box 2489 Reno, NV 89505	Tim Tucker P.O. Box 2489 Reno, NV 89505			14,408.00
Transline Limited 9F-3, No. 559, Ming -Chung Road Tachung, Taiwan, R.O.C. 40466	Transline Limited 9F-3, No. 559, Ming -Chung Road			10,272.00
Weston House Recording 955 Venture Court Sacramento, CA 95825	Weston House Recording 955 Venture Court Sacramento, CA 95825			37,500.00

B4 (Official Form 4) (12/07) - Cont.

In re Professional Audio Design, Inc.
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President, Treasurer and Director of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 25, 2012

Signature /s/ David Malekpour
David Malekpour
President, Treasurer and Director

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Advanced Petrosystem, LLC
10604 Chrisholm Landing Terrance
North Potomac, MD 20878

Alex Pizzorni
2635 Carman Crest Drive
Los Angeles, CA 90068

Allaire
486 Pitcairn Road
Shokan, NY 12481

Andrey Tiurpenko
608 Adler Avenue
Coquitlam, BC V3J 2T6 Canada

AT and T
P.O. Box 536216
Atlanta, GA 30353

Audio Engineering Society
60 East 42nd Street
New York, NY 10165

Axis Recording Studio/Wave Music
244 West 54th Street, 8th Floor
New York, NY 10019

Bates Brothers Recording
3427 Davey Allison Boulevard, Ste. 101
Bessemer, AL 35023

Canopus Research, Inc.
P.O. Box 2805
Duxbury, MA 02331

Capital One
P.O. Box 70885
Charlotte, NC 28272

Capital Truck Leasing
P.O. Box 490195
Everett, MA 02149

Citizens Bank Mastercard
P.O. Box 9665
Providence, RI 02940

CNA Insurance
333 S. Wabash Avenue
c/o Billing and Colledctions 29S
Chicago, IL 60604

Columbia Gas
P.O. Box 742514
Cincinnati, OH 45274

Creations Garden
27615 Avenue Hopkins
Valencia, CA 91355

Daddy's House
321 West 44th Street, 2nd Floor
New York, NY 10036

Daniel Jacovitz
82 Pearl Street, Apt. 2
Bridgewater, MA 02324

Daniel Soubiron
7, Rue Cail
Paris, France 75010

DB Schenker
P.O. Box 7247-7623
Philadelphia, PA 19170

Dell Financial
Payment Processing Center
P.O. Box 5292
Carol Stream, IL 60197

Emmanuel Newman
70-39 Vleigh Place
Basement
Flushing, NY 11367

Empire Design
204 Elizabeth Street, 3rd Floor
New York, NY 10012

Francis Pitas
42696 St. Clair Lane
Leesburg, VA 20176

GE Capital
P.O. Box 642333
Pittsburgh, PA 15264

GFAB Records
10542 Willow Oak Court
Wellington, FL 33414

Guillermo Chirinos
10025 NW 116 Way
Miami, FL 33178

Headsets.com
One Daniel Burnham Court, #400C
San Francisco, CA 94109

HSBC Gold Mastercard
P.O. Box 88000
Baltimore, MD 21288

Integrated Recording Studios
449 Washington Street
New York, NY 10013

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101

James E. Cox
7 Silvermine Way
Norwalk, CT 06850

James Krystofiak
4994 Seneca Park Loop
Fremont, CA 94538

John Songdahl
8 Millbrook Drive
Rockland, MA 02370

Kam Man Ching
585 Nathan Road
Flat/RM 3 & 4 11
F righthouse Centre, Kowloon Hong Kong

Konstantin VereteInikov
30 Panas Road, #EB35440
Foxboro, MA 02035

Kris P. Singh
251 New Freedom Road
South Hampton, NJ 08088

Massachusetts Department of Revenue
Bankruptcy Unit
P.O. Box 9564
Boston, MA 02114

Mike Marsh
1613 Lillian Street
Nashville, TN 37206

Mill Realty Trust
15401 67th Court North
Loxahatchee, FL 33470

National Grid
P.O. Box 11737
Newark, NJ 07101

Nick Lemoyne
128 Columbus Avenue
Dover, NH 03820

Nick Malkasian
3 Gordon Street
Allston, MA 02134

One Stop Business Centers, Inc.
21 Ray Avenue
Burlington, MA 01803

Paraclete Press
P.O. Box 568
Orleans, MA 02563

Paul T. Sheils, Esq.
10 Tremont Street, Ste. 300
Boston, MA 02108

Philologica Canadensis
#39-1444 Depont Street
Tronto, Ontario Canada M6P 4H3

Pilgrim
Billing Department
P.O. Box 55935
Boston, MA 02205

Pitney Bowes, Inc.
371874
Pittsburgh, PA 15250

Professionail
55 US Highway 9, Ste. 360
Englishtown, NJ 07726

Quicksand Productions Limited
P.O. Box 1044
Christchurch, 8140 New Zealand

R.A. Hall & Company
183 State Street
Boston, MA 02109

Randy Plett
4825 Buxton Street
Burnaby V5H 1J2, Canada

Reid Hyams
7706 N. Eastlake Terrace
Chicago, IL 60626

Sigma Sound
212 N. 12th Street
Philadelphia, PA 19107

Smithsonian Folkways Recording
P.O. Box 37012
Washington, DC 20013

Sociedad de Autores y Compositores
of Mexico S. de G.C. de I.P.
Read de Natiriazgi Bi, 129
Col. Xoco D. Benito Juarez
Mexico, 03330, D.F. Mexico

Sonny Tohan
9057 Gaither Road
Gaithersburg, MD 20877

SoundImage NY
16th West 46th Street, 8th Floor
New York, NY 10036

South Beach Studios/Island Trading
1200 Collins Avenue
Miami Beach, FL 33139

SSL
320 West 46th Street, 2nd Floor
New York, NY 10036

Star Insurance Company
P.O. Box 31130
Tampa, FL 33631

Steptime Ware
3957 Irongate Road
Bellingham, WA 98226

Studio at the Palms
4321 West Flamingo Road
Las Vegas, NV 89103

Telefunken
300 Pleasant Valley Road, Suite E
South Windsor, CT 06074

The Desk Doctor, Inc.
3316 West Burbank Boulevard
Burbank, CA 91505

Tim Tucker
P.O. Box 2489
Reno, NV 89505

Toyota Financial Services
P.O. Box 5855
Carol Stream, IL 60197

Toyota Financial Services
P.O. Box 4102
Carol Stream, IL 60197

Transgroup Worldwide Logistics
P.O. Box 69207
Seattle, WA 98168

Transline Limited
9F-3, No. 559, Ming -Chung Road
Tachung, Taiwan, R.O.C. 40466

Unicorn Realty Trust
c/o William J. Murphy, Trustee
293R Washington Street
Norwell, MA 02061

UPS Supply Chain Solutions, Inc.
28013 Network Place
Chicago, IL 60673

Verizon FIOS
P.O. Box 1100
Albany, NY 12250

Verizon Wireless
P.O. Box 15062
Albany, NY 12212

Wave Distribution
P.O. Box 949
West Milford, NJ 07480

Weston House Recording
955 Venture Court
Sacramento, CA 95825

Yukio Ito
1065 Daigiri
Fujisawa, Kanagawa Japan 2510002

PROFESSIONAL AUDIO DESIGN, INC.

Dated
JUNE 25 2012

Unanimous Consent of Officers and Directors

The undersigned, being the President, Treasurer and Director of the corporation hereby adopts pursuant to Massachusetts General Laws c. 156B §59, the following resolutions and hereby directs that the same be filed with the minutes of the meetings of directors of the corporation as though voted and resolved at a regularly scheduled and noticed meeting of said directors, to wit:

VOTED: That in the judgment of the directors of this corporation it is desirable and in the best interests of the corporation, its creditors, stockholders and other interested parties, that a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq. be filed by this corporation.

VOTED: That the President of this corporation, David Malekpour, is authorized and empowered, for and on behalf of this corporation and in its corporate name and behalf, to execute, acknowledge, verify and deliver a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq.; and to cause the same to be filed with the United States Bankruptcy Court for the District of Massachusetts and to file such other instruments, schedules and other papers and to take any and all other action which either or both, so acting, may deem necessary or proper in connection with said proceedings.

VOTED: That Nina M. Parker, Esquire of Parker & Associates, 10 Converse Place Winchester, Massachusetts 01890 be, and she hereby is, retained as counsel to represent this corporation in the matter of the aforementioned proceedings and with respect to all proceedings pursuant to the Bankruptcy Code.

DATED:

6/25/2012



David Malekpour
as President, Treasurer and Director
of Professional Audio Design, Inc.

OFFICIAL FORM 7

**United States Bankruptcy Court
District of Massachusetts**

In re Professional Audio Design, Inc. Debtor(s) Case No. _____ Chapter 11

DECLARATION RE: ELECTRONIC FILING

PART I- DECLARATION OF PETITIONER

I, David Malekpour, as President of Professional Audio Design, Inc., hereby declare(s) under penalty of perjury that all of the information contained in Professional Audio Design, Inc.'s Corporate Vote (singly or jointly the "Document"), filed electronically, is true and correct. I understand that this *DECLARATION* is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this *DECLARATION* may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)-7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated:

6/25/2012

Signed:



David Malekpour, as President of
Professional Audio Design, Inc.
(Affiant)

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant(s) signed this form before I submitted the Document, I gave the affiant(s) a copy of the Document and this *DECLARATION*, and I have followed all other electronic filing requirements currently established by local rule and standing order. This *DECLARATION* is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated:

6/25/12

Signed:



Nina M. Parker 389990
Attorney for Affiant