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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AVW Audio Visual, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

600003347916--7
-08/07/00--01116--022
*****70.00 *****70.00

Derek W. Goff
(Name of Person)
AVW Audio Visual, Inc.
(Firm/Company)
1421 West Mockingbird Lane
(Address)
Dallas, Texas 75247-4978
(City/State/Zip)

W-19675

Should you need to call someone concerning this matter, please call:

Derek W. Goff at (214) 670-9145
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2000

DEREK W. GOFF
1421 WEST MOCKINGBIRD LANE
DALLAS, TX 75247-4978

SUBJECT: AVW AUDIO VISUAL, INC.
Ref. Number: W00000019675

We have received your document for AVW AUDIO VISUAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 400A00042987

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AVW Audio Visual, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas (State or country under the law of which it is incorporated) 3. 75-1375597 (FEI number, if applicable)

4. December 31, 1971 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. AVW Audio Visual, Inc. - Attention Derek W.Goff 1421 West Mockingbird Lane Dallas, Texas 75247-4978 (Current mailing address)

8. To transact business in all manors authorized (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: C T Corporation System Office Address: 1200 South Pine Island Road Plantation, Florida, 33324 (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 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.

Rand A Shulley, ASST. Secretary (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

See attached statement

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: FOR ALL OFFICERS AND DIRECTORS, PLEASE SEE ATTACHED STATEMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

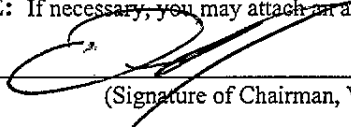
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Derek W. Goff - Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

AVW Audio Visual, Inc.
Statement Attached to and Made Part of
Application by Foreign Corporation For Authorization
To Transact Business in Florida

Item 12.

Names and Addresses of All Current Officers and Directors

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
Chairman & CEO	Donald S. Freeman, Jr.	1421 West Mockingbird Lane, Dallas, TX 75247-4978
President	Craig Smith	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Edward T. Goodman, Jr.	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Dan Vanderslice	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Steve Mirsky	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Pierce Abernethy	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Bob Walker	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Gary Clark	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Judy Owen	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Darren Temple	1421 West Mockingbird Lane, Dallas, TX 75247-4978
V.P./Sec./Treas.	Joseph V. Popolo, Jr.	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Hoagie Herman	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Vice President	Bonnie Helmker	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Asst. Secretary	Derek W. Goff	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Director	Donald S. Freeman, Jr.	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Director	Craig Smith	1421 West Mockingbird Lane, Dallas, TX 75247-4978
Director	Edward T. Goodman, Jr.	1421 West Mockingbird Lane, Dallas, TX 75247-4978

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

AVW AUDIO VISUAL, INC.
File No. 00300162-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on July 12, 2000.*



Elton Bomer
Secretary of State

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