

# F9600000 2877

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

400001851184  
-06/05/96--01006--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: AUDIO-VIDEO CORPORATION  
(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:

ROLF DRUCKER

(Name of Person)

AUDIO-VIDEO CORPORATION

(Firm/Company)

9600 S. OCEAN DR. UNIT 1109

(Address)

JENSEN BEACH, FL 34957

(City/State/Zip)

W96-11849

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

ROLF DRUCKER  
(Name of Person)

at ( 561 ) 229-2003  
(Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

June 5, 1996

**ROLF DRUCKER**  
**AUDIO-VIDEO CORP.**  
9600 S. OCEAN DR, UNIT 1109  
JENSEN BEACH, FL 34957

**SUBJECT: AUDIO-VIDEO CORP.**  
Ref. Number: W96000011849

We have received your document for AUDIO-VIDEO CORP. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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 (904) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 996A00028006

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned OLGA M. DRUCKER, do hereby certify  
(Name)

that this Resolution of the Board of Directors of AUDIO-VIDEO CORP.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on June 7th, 1996.

Be it resolved, that AUDIO-VIDEO CORP.,  
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

AUDIO-VIDEO ENGINEERING CO. for use in Florida.

Dated: June 7, 1996

Olga M. Drucker  
Signature of either Chairman, Vice Chairman or any officer

OLGA M. DRUCKER, PRES.  
Type or print name

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DIVISION OF CORPORATIONS  
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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. AUDIO-VIDEO CORP.  
(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. DELAWARE 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. SEPTEMBER 7, 1982 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 4, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9600 S. OCEAN DRIVE, UNIT 1109  
JENSEN BEACH, FL 34957  
(Current mailing address)
8. MANUFACTURE, SELL AND DESIGN VIDEO AND AUDIO EQUIPMENT.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: ROLF DRUCKER

Office Address: 9600 S. OCEAN DRIVE, UNIT 1109

JENSEN BEACH, Florida, 34957  
(Zip Code)

**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.*

Rolf Drucker  
(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.

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

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

Chairman: OLGA M. DRUCKER

Address: 9600 S. OCEAN DR. UNIT 1109  
JENSEN BEACH, FL 34957

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: ROLF DRUCKER

Address: 9600 S. OCEAN DR. UNIT 1109  
JENSEN BEACH, FL 34957

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: OLGA M. DRUCKER

Address: 9600 S. OCEAN DR. UNIT 1109  
JENSEN BEACH, FL 34957

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Olga M. Drucker Pres.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. OLGA M. DRUCKER, PRESIDENT  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUDIO VIDEO CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUDIO VIDEO CORP." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1982.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7958285

DATE: 05-23-96