

# L99000000382

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

3000027523381-8  
-01/25/99-010010010  
\*\*\*\*337.50\*\*\*\*

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A.V.A.D., L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_  
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

L99-382  
01-22

|                   |       |
|-------------------|-------|
| Name              | _____ |
| Availability      | _____ |
| Document Examiner | _____ |
| Updater           | _____ |
| Updater Verifier  | _____ |
| Acknowledgement   | _____ |
| W. P. Verifier    | _____ |

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JAN 22 PM 3:30

RECEIVED

Examiner's Initials

**ARTICLES OF ORGANIZATION**

**OF**

**A.V.A.D., L.C.**

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 JUN 22 PM 4: 05

**ARTICLE I: NAME**

The name of this limited company is A.V.A.D., L.C. whose address is: 833 Idlewyld Drive, Fort Lauderdale, Florida 33301.

**ARTICLE II: DURATION**

This limited company shall remain in existence perpetually, unless and until dissolved in accordance with Florida Statutes.

**ARTICLE III: PURPOSE**

This limited company is organized to transact any lawful business for which limited companies may be formed under Chapter 608 of the Florida Statutes "Florida Limited Liability Company Act" and for the purpose of manufacturing, purchasing or otherwise acquiring, and owning, mortgaging, pledging, selling, assigning, transferring or otherwise disposing of, and investing in, trading in, dealing in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

**ARTICLE IV: MEMBERS' OWNERSHIP AND MANAGEMENT**

The ownership of this Company is vested with the members as set forth below and management shall be by a managing member elected by the members. The initial managing member shall be J. M. Piccirilli, Inc., 833 Idlewyld Drive, Fort Lauderdale, Florida 33301.

## ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 833 Idlewyld Drive, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this limited company is J. M. Piccirilli, Inc.

## ARTICLE VI: MEMBERS

The names, addresses and capital contributions of each member of this organization are:

J. M. Piccirilli, Inc.  
833 Idlewyld Drive  
Fort Lauderdale, Florida 33301

Services equalling \$ 4,000.00

Kip Dellinger  
Key Distribution, Inc.  
7611-K Rickenbacker Drive  
Gaithersburg, MD 20879  
Alt: John Beisner

Cash of \$ 4,000.00

Paul Fitzpatrick  
Select Resources  
7087 Commerce Circle, Suite A  
Pleasanton, CA 94588  
Alt: Tim Fitzpatrick

Cash of \$ 4,000.00

Teresa Gallo  
Selltech, Ltd.  
1840 130<sup>th</sup> Ave., NE, Suite 1  
Bellevue, WA 98005  
Alt: Scott Wallis

Cash of \$ 4,000.00

Bob Gartland  
Marketpro Distributing Co., Inc.  
7625 Hayvenhurst Avenue, Unit 28  
Van Nuys, CA 91406  
Alt: Bob Becker

Cash of \$ 4,000.00

Hilton Geartner  
Just In Time Distributors  
150 Spartan Drive  
Maitland, FL 32751  
Alt: Mike Barry

Cash of \$ 4,000.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

Greg Grasso  
S.C. Distributors, Inc.  
8087 Leavitt Road  
P. O. Box 408  
Amherst, Ohio 44001  
Alt: Kris Hodgson

Cash of \$ 4,000.00

Gregg Jaros  
Jarmac A/V Supply  
10-B Commerce Way  
Norton, MA 02766  
Alt: Mike Chalmers

Cash of \$ 4,000.00

Bill Morton or  
Lindsay Davis  
High-Tech Distributing, Inc.  
5000 Highlands Pkwy., Suite 155  
Smyrna, GA 30082  
Alt: Holly Wright

Cash of \$ 4,000.00

Earl Naegle  
The Custom Company  
129 Algana Court  
St. Peters, MO 63376  
Alt: Shawn Dixon

Cash of \$ 4,000.00

Bob Prall  
Primax A/A Distributors  
6810 N. Broadway, Suite I  
Denver, CO 80221-2849  
Alt: Connie Siebenrock

Cash of \$ 4,000.00

Chuck Williams  
Audio Video Distributing  
2120 Hutton, Suite 200  
Carrollton, Texas 75006  
Alt: Dean Leach

Cash of \$ 4,000.00

Wally Whinna  
Allnet, Inc.  
1901 South Wright Blvd.  
Schaumburg, IL 60193  
Alt: Jerry Eby & Tom Aird

Cash of \$ 4,000.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

## ARTICLES VII: TRANSFER OF OWNERSHIP

The ownership interest of any member may be transferred only with the unanimous consent of the members. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, this limited company may continue to operate upon the written consent of members owning a majority of interest in this limited company.

## ARTICLE VIII: ADDITIONAL MEMBERS

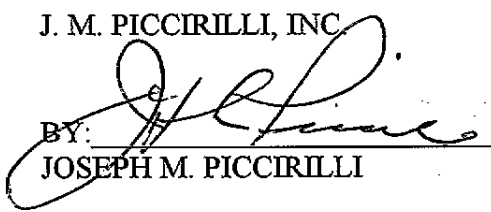
Additional members may be added only with unanimous consent and written amendment executed by all of the members of this limited company.

## ARTICLE XI: AMENDMENT

This limited company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation. These Articles of Organization may be amended by a written amendment executed by all members of this limited company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 20 day of <sup>January, 1999.</sup> ~~September, 1998.~~

J. M. PICCIRILLI, INC.

BY: 

JOSEPH M. PICCIRILLI

KEY DISTRIBUTION, INC.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4: 05

12/14/1998 04:31 9544841438

AVAD

PAGE 07

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 854 483-3570

P. 08/12

**SELECT RESOURCES**

BY: \_\_\_\_\_

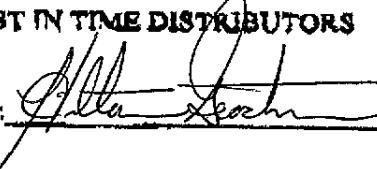
SELLTECH, LTD.

BY: \_\_\_\_\_

MARKETPRO DISTRIBUTING CO., INC.

BY: \_\_\_\_\_

JUST IN TIME DISTRIBUTORS

BY:  \_\_\_\_\_

S.C. DISTRIBUTORS, INC.

BY: \_\_\_\_\_

JARMAC A/V SUPPLY

BY: \_\_\_\_\_

HIGH-TECH DISTRIBUTING, INC.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 22 PM 4:05

11/18/1998 05:12 9544841438

AVAD

PAGE 01  
OCT 5 1998 1:00 PM

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3570

P. 07/12

THE CUSTOM COMPANY

BY: \_\_\_\_\_

PRIMAX AV DISTRIBUTORS

BY: Robert C. Hall, Pres.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4: 05

AUDIO VIDEO DISTRIBUTING

BY: \_\_\_\_\_

ALLNET, INC.

BY: \_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by Joseph M. Piciroili, as President of J.M. Piciroili, Inc., who ( ) is personally known to me or who  
( ) has produced \_\_\_\_\_ as identification and  
who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

11/13/1998 06:38 9544841438

AVAD

PAGE 07

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 463-3570

P. 08/12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

SELECT RESOURCES

BY: \_\_\_\_\_

SELLTECH, LTD.

BY: \_\_\_\_\_

MARKETPRO DISTRIBUTING CO., INC.

BY: \_\_\_\_\_

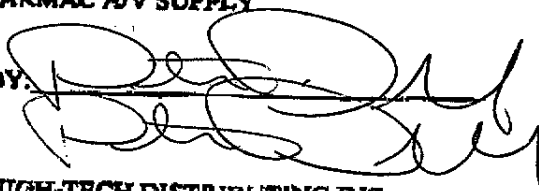
JUST IN TIME DISTRIBUTORS

BY: \_\_\_\_\_

S.C. DISTRIBUTORS, INC.

BY: \_\_\_\_\_

JARMAC A/V SUPPLY

BY: 

HIGH-TECH DISTRIBUTING, INC.

BY: \_\_\_\_\_

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 463-3570

P. 08/12

SELECT RESOURCES

BY: \_\_\_\_\_

SELLTECH, LTD.

BY: \_\_\_\_\_

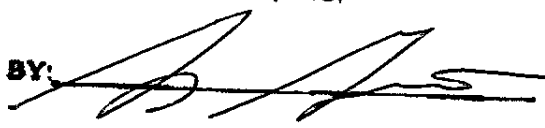
MARKETPRO DISTRIBUTING CO., INC.

BY: \_\_\_\_\_

JUST IN TIME DISTRIBUTORS

BY: \_\_\_\_\_

S.C. DISTRIBUTORS, INC.

BY: 

JARMAC A/V SUPPLY

BY: \_\_\_\_\_

HIGH-TECH DISTRIBUTING, INC.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

OCT-05-98 MON 10:40 AM MORGAN OLSEN & OLSEN

FAX NO. 854 483-3570

P. 05/12

### ARTICLES VII: TRANSFER OF OWNERSHIP

The ownership interest of any member may be transferred only with the unanimous consent of the members. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, this limited company may continue to operate upon the written consent of members owning a majority of interest in this limited company.

### ARTICLE VIII: ADDITIONAL MEMBERS

Additional members may be added only with unanimous consent and written amendment executed by all of the members of this limited company.

### ARTICLE XI: AMENDMENT

This limited company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation. Those Articles of Organization may be amended by a written amendment executed by all members of this limited company.

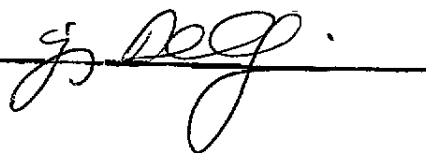
IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 30<sup>th</sup> day of September, 1998.

J. M. PICCIRILLI, INC.

BY: \_\_\_\_\_  
JOSEPH M. PICCIRILLI

KEY DISTRIBUTION, INC.

BY: \_\_\_\_\_



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

10/05/1998 03:59 9544841438

AVAD

PAGE 08

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3570

P. 07/12

THE CUSTOM COMPANY

BY: \_\_\_\_\_

PRIMAX A/V DISTRIBUTORS

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4: 06

AUDIO VIDEO DISTRIBUTING

BY:  \_\_\_\_\_

ALLNET, INC.

BY: \_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by Joseph M. Piccirilli, as President of J.M. Piccirilli, Inc., who ( ) is personally known to me or who  
( ) has produced \_\_\_\_\_ as identification and  
who did/did not take an oath.

Notary Public

Print name:

My Commission Expires:

10/05/1998 02:40 9544841438

AVAD

PAGE 07

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 463-3570

P. 08/12

SELECT RESOURCES

BY: P. H. H.

SELLTECH, LTD.

BY: \_\_\_\_\_

MARKETPRO DISTRIBUTING CO., INC.

BY: \_\_\_\_\_

JUST IN TIME DISTRIBUTORS

BY: \_\_\_\_\_

S.C. DISTRIBUTORS, INC.

BY: \_\_\_\_\_

JARMAC A/V SUPPLY

BY: \_\_\_\_\_

HIGH-TECH DISTRIBUTING, INC.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 22 PM 4: 06

10/05/1998 03:06 9544841438

AVAD

PAGE, 01

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 854 483-3570

P. 08/12

SELECT RESOURCES

BY: \_\_\_\_\_

SELLTECH, LTD.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 22 PM 4:06

MARKETPRO-DISTRIBUTING CO., INC.

BY: 

JUST IN TIME DISTRIBUTORS

BY: \_\_\_\_\_

S.C. DISTRIBUTORS, INC.

BY: \_\_\_\_\_

JARMAC A/V SUPPLY

BY: \_\_\_\_\_

HIGH-TECH DISTRIBUTING, INC.

BY: \_\_\_\_\_

10/05/1998 02:47 9544841438

AVAD

PAGE 07

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3570

P. 08/12

**SELECT RESOURCES**

BY: \_\_\_\_\_

**SELLTECH, LTD.**

BY: Teresa [Signature]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4: 06

**MARKETPRO DISTRIBUTING CO., INC.**

BY: \_\_\_\_\_

**JUST IN TIME DISTRIBUTORS**

BY: \_\_\_\_\_

**S.C. DISTRIBUTORS, INC.**

BY: \_\_\_\_\_

**JARMAC A/V SUPPLY**

BY: \_\_\_\_\_

**HIGH-TECH DISTRIBUTING, INC.**

BY: \_\_\_\_\_

10/05/1998 03:37 9544841438

AVAD

PAGE 07

FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 463-3570

P. 08/12

SELECT RESOURCES

BY: \_\_\_\_\_

SELLTECH, LTD.

BY: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4: 06

MARKETPRO DISTRIBUTING CO., INC.

BY: \_\_\_\_\_

JUST IN TIME DISTRIBUTORS

BY: \_\_\_\_\_

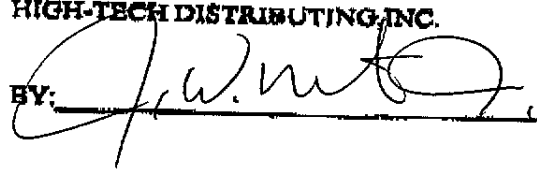
S.C. DISTRIBUTORS, INC.

BY: \_\_\_\_\_

JARMAC A/V SUPPLY

BY: \_\_\_\_\_

HIGH-TECH DISTRIBUTING INC.

BY:  \_\_\_\_\_

Received: 12/11/98 18:09;

9544841438 -> Audio Etc; Page 8

12/11/1998 06:07 9544841438

AVAD

PAGE 08

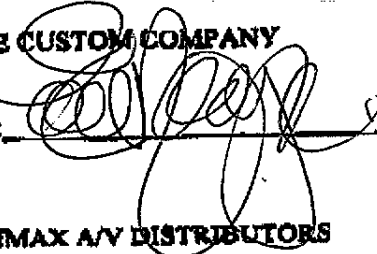
FROM : Panasonic PPF

OCT-05-98 MON 10:41 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3570

P. 07/12

THE CUSTOM COMPANY

BY: 

PRIMAX A/V DISTRIBUTORS

BY: \_\_\_\_\_

AUDIO VIDEO DISTRIBUTING

BY: \_\_\_\_\_

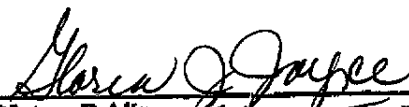
ALLNET, INC.

BY: \_\_\_\_\_

STATE OF Missouri  
COUNTY OF St. Charles

The foregoing instrument was acknowledged before me this 21 day of <sup>December</sup> ~~September~~, 1998,  
by: EARL NAEGLER, as President of THE CUSTOM.CO. INC. who ( ) is personally known to me or who  
( ) has produced DRIVERS licence as identification and  
who did/did not take an oath.

GLORIA J. JOYCE  
Notary Public — Notary Seal  
STATE OF MISSOURI  
St. Charles County  
My Commission Expires: December 29, 2001

  
Notary Public

Print name:

My Commission Expires:

Gloria J. Joyce

12-29-01

THE CUSTOM COMPANY

BY: \_\_\_\_\_

PRIMAX A/V DISTRIBUTORS

BY: \_\_\_\_\_

AUDIO VIDEO DISTRIBUTING

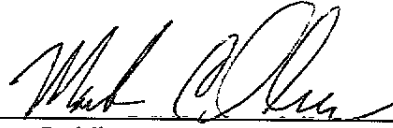
BY: \_\_\_\_\_

ALLNET, INC.

BY: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20 day of January, 1999,  
by Joseph M. Piccirilli, as President of J.M. Piccirilli, Inc., who (☒) is personally known to me or who  
( ) has produced \_\_\_\_\_ as identification and  
who did/did not take an oath.



Notary Public

Print name:

My Commission Expires:



Mark C. Olsen  
MY COMMISSION # CC545983 EXPIRES  
April 7, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

12/14/1998 04:31 9544841438

AVAD

PAGE 10

FROM : Panasonic PPF

OCT-05-98 MON 10:42 AM MORGAN OLSEN & OLSEN

FAX NO. 854 463-3570

P. 09/12

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of DECEMBER 1998, by WILSON SEARCY as VICE PRESIDENT of Marketpro Distributing Co., Inc., who ( ) is personally known to me or who ( ) has produced as identification and who did/did not take an oath.

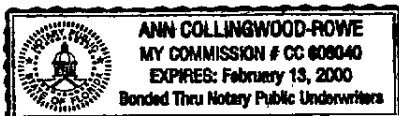
99 JAN 22 PM 1:06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Notary Public  
Print name:  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>TH</sup> day of DECEMBER 1998, by WILSON SEARCY as VICE PRESIDENT of Just in Time Distributors, who ( ) is personally known to me or who ( ) has produced as identification and who did/did not take an oath.



Notary Public  
Print name: Ann Collingwood-Rowe  
My Commission Expires: 2-13-2000

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998, by \_\_\_\_\_ as \_\_\_\_\_ of S.C. Distributors, Inc., who ( ) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

FROM : Panasonic PPF

OCT-05-88 MON 10:43 AM MORGAN OLSEN & OLSEN

FAX NO. 954 453-3570

P. 11/12

STATE OF Calif.  
COUNTY OF Alameda

The foregoing instrument was acknowledged before me this 19th day of Nov. 1998,  
by Robert C. Pfall as President of Primax A/V Distributors, who ( ) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Cunnie Siebenrock  
Notary Public  
Print name: Cunnie Siebenrock  
My Commission Expires: 9/18/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:06

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Audio Video Distributing, who ( ) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Allnet, Inc., who ( ) is personally known to me or  
who ( ) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

11/13/1998 06:38 9544841438

AVAD

PAGE 11

FROM : Panasonic PPF

OCT-05-98 MON 10:43 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3570

P. 10/12

STATE OF MA  
COUNTY OF Bristol

The foregoing instrument was acknowledged before me this 16th day of November, 1998,  
by Peter A. Durott, as Signer of Jarmac A/V Supply, who ( ) is personally known to  
me or who ( ) has produced MDL-585909430 exp. 5/5/00 as  
identification and who did/did not take an oath.

Pamela A. Labonte  
Notary Public

Print name:

My Commission Expires:

PAMELA A. LABONTE  
MY COMMISSION EXPIRES  
MARCH 8, 2002

99 JAN 22 PM 5:06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of High-Tech Distributing, Inc., who ( ) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public

Print name:

My Commission Expires:

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of The Custom Company, who ( ) is personally known  
to me or who ( ) has produced \_\_\_\_\_  
identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public

Print name:

My Commission Expires:

OCT-05-88 MON 10:42 AM MORGAN OLSEN & OLSEN

FAX NO. 854 483-3570

P. 09/12

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Marketpro Distributing Co., Inc., who ( ) is  
personally known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

199 JAN 22 PM 4: 06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Just In Time Distributors, who ( ) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

STATE OF OHIO  
COUNTY OF LORAIN

The foregoing instrument was acknowledged before me this 27 day of OCTOBER, 1998,  
by GREG GRASSO, as PRESIDENT of S.C. Distributors, Inc., who ( ) is personally known  
to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Notary Public  
Print name: JOHN R PECK  
My Commission Expires:

8-27-01

OCT-05-98 MON 10:42 AM MORGAN OLSEN & OLSEN

FAX NO. 954 483-3670

P. 08/12

STATE OF Maryland  
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 1998,  
by KIP DELLINGER, as PRESIDENT of Key Distribution, Inc., who (☒) is personally known  
to me or who (☐) has produced \_\_\_\_\_ as  
identification and who did/did not take an oath.

Judy M. Beatty  
Notary Public  
Print name: JUDY M. BEATTY  
My Commission Expires: May 8, 2000

99 JAN 28 PM 4: 06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Select Resources, who (☐) is personally known to me  
or who (☐) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Selltech, Ltd., who (☐) is personally known to me or  
who (☐) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

FROM : Panasonic PPF

OCT-05-98 MON 10:43 AM MORGAN OLSEN &amp; OLSEN

FAX NO. 954 483-3570

P. 11/12

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

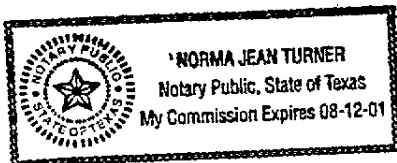
The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_ as \_\_\_\_\_ of Primax A/V Distributors, who ( ) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

99 OCT 22 PM 4:06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONSSTATE OF Texas  
COUNTY OF Dallas

The foregoing instrument was acknowledged before me this 9th day of October, 1998,  
by Charles Williams as President of Audio Video Distributing, who (X) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.



Norma Jean Turner  
Notary Public  
Print name:  
My Commission Expires:

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_ as \_\_\_\_\_ of Allnet, Inc., who ( ) is personally known to me or  
who ( ) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

FROM : Panasonic PPF

OCT-05-98 MON 10:42 AM MORGAN OLSEN &amp; OLSEN

FAX NO. 954 483-3570

P. 08/12

STATE OF \_\_\_\_\_  
 COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
 by \_\_\_\_\_, as \_\_\_\_\_ of Key Distribution, Inc., who ( ) is personally known  
 to me or who ( ) has produced \_\_\_\_\_  
 identification and who did/did not take an oath.

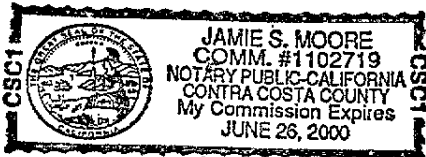
Notary Public  
 Print name:  
 My Commission Expires:

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

98 JAN 22 PM 4: 06

STATE OF California  
 COUNTY OF Contra Costa

The foregoing instrument was acknowledged before me this 7th day of October, 1998,  
 by Paul Fitzpatrick as President of Select Resources, who (X) is personally known to me  
 or who ( ) has produced \_\_\_\_\_ as identification  
 and who did/did not take an oath.



Jamie S. Moore  
 Notary Public  
 Print name: Jamie S. Moore  
 My Commission Expires: June 26, 2000

STATE OF \_\_\_\_\_  
 COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
 by \_\_\_\_\_, as \_\_\_\_\_ of Selltech, Ltd., who ( ) is personally known to me or  
 who ( ) has produced \_\_\_\_\_ as identification  
 and who did/did not take an oath.

Notary Public  
 Print name:  
 My Commission Expires:

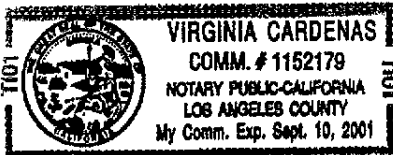
007-05-98 MON 10:42 AM MORGAN OLSEN & OLSEN

FAX NO. 854 463-3570

P. 09/12

STATE OF California  
COUNTY OF Los Angeles

The foregoing instrument was acknowledged before me this 1st day of December, 1998, by Bob J. Cortland, as President of Marketpro Distributing Co., Inc., who ( ) personally known to me or who ( ) has produced as identification and who did/did not take an oath.



Virginia Cardenas  
Notary Public  
Print name: Virginia Cardenas  
My Commission Expires: Sept. 10 - 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998, by \_\_\_\_\_, as \_\_\_\_\_ of Just In Time Distributors, who ( ) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998, by \_\_\_\_\_, as \_\_\_\_\_ of S.C. Distributors, Inc., who ( ) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

FROM : Panasonic PPF

OCT-06-98 MON 10:42 AM MORGAN OLSEN &amp; OLSEN

FAX NO. 854 483-3570

P. 08/12

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Key Distribution, Inc., who ( ) is personally known  
to me or who ( ) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:05

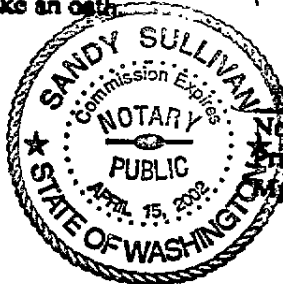
STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Select Resources, who ( ) is personally known to me  
or who ( ) has produced \_\_\_\_\_ as identification  
and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
Print name:  
My Commission Expires:

\* STATE OF Washington  
COUNTY OF King

The foregoing instrument was acknowledged before me this 8th day of December, 1998,  
by Teresa Gallo, as pres. of Selltech, Ltd., who ( ) is personally known to me or  
who (X) has produced Washington St. Dr. Lic. as identification  
and who did/did not take an oath.



Sandy Sullivan  
Notary Public  
Print name: Sandy Sullivan  
My Commission Expires: 4-15-02

FROM : Panasonic PPF

OCT-05-98 MON 10:43 AM MORGAN OLSEN &amp; OLSEN

FAX NO. 954 463-3570

P. 10/12

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of Jarmac A/V Supply, who ( ) is personally known to  
me or who ( ) has produced \_\_\_\_\_  
identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 22 PM 4: 06

STATE OF GEORGIA  
COUNTY OF COBB

The foregoing instrument was acknowledged before me this 30TH day of September, 1998,  
by J.W. MORTON, JR. as PRESIDENT of High-Tech Distributing, Inc., who (✓) is personally  
known to me or who ( ) has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

Holly A. Wright  
Notary Public  
Print name: HOLLY A. WRIGHT  
My Commission Expires:

Notary Public, Georgia, State at Large  
My Commission Expires May 24, 2002

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1998,  
by \_\_\_\_\_, as \_\_\_\_\_ of The Custom Company, who ( ) is personally known  
to me or who ( ) has produced \_\_\_\_\_  
identification and who did/did not take an oath.

Notary Public  
Print name:  
My Commission Expires:

## REGISTERED AGENT CERTIFICATE

Pursuant to Chapters 48.091 and 608.415 and 608.416, Florida Statutes, the following is submitted:

A.V.A.D., L.C., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Fort Lauderdale, State of Florida, has named M. Piccirilli, Inc., 833 Idlewyld Drive, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 23 PM 4:06

A.V.A.D., L.C., by its managing member  
J. M. PICCIRILLI, INC.

BY:   
JOSEPH M. PICCIRILLI

Title: President

Date: ~~September~~ 1998 January 20, 1999

Having been named to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with, and accepts, the obligations of this position.

J. M. PICCIRILLI, INC., Registered Agent

BY:   
JOSEPH M. PICCIRILLI, President

Date: ~~September~~ 1998 January 29, 1999

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 4:06

The undersigned member or authorized representative of a member of \_\_\_\_\_

A.V.A.D., L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 44,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 4,000.00.
- 5) the total amount of 2, 3, and 4 is \$ 48,000.00



Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation under the  
penalties of perjury that the facts stated herein are true.)

As authorized agent of J.M. PICCIRILLI, INC.  
AS President of J.M. PICCIRILLI, INC.