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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

February 4, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Phoenix Audio Visual, Inc.

P020000/2353

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other **400004863864--3**
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Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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 DIVISION OF CORPORATIONS

BRYAN FEB 4 2002

ARTICLES OF INCORPORATION

OF

PHOENIX AUDIO VISUAL, INC.

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Phoenix Audio Visual, Inc.

The address of the principal office of this Corporation shall be 8374 Market Street, No. 496, Bradenton, Florida 34202-5137 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, County, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum amount of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.01 per share.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI. TERM OF EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles and shall exist perpetually unless sooner dissolved pursuant to law.

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of this Corporation shall be Lesa V. Sorrell, 6146 Turnbury Park, Apt. 4205, Sarasota, FL 34243.

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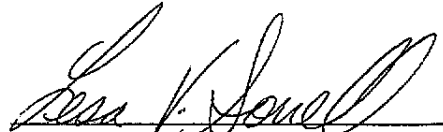
ARTICLE VI. DIRECTORS

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders, shall by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

The name and address of the initial Director(s) is/are: Lesa V. Sorrell, 6146 Turnbury Park, Apt. 4205, Sarasota, FL 34243.

ARTICLE VII. INCORPORATOR

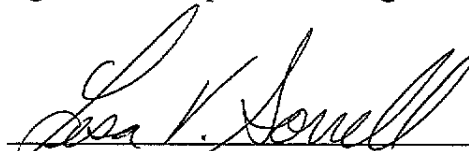
The name and address of the incorporator is/are: Lesa V. Sorrell, 6146 Turnbury Park, Apt. 4205, Sarasota, FL 34243.



Lesa V. Sorrell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Lesa V. Sorrell having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Lesa V. Sorrell

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