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BASIC AMENDMENT

VISTA AUDIO VISUAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 7, 2002

VISTA AUDIO VISUAL CORP.
2021 TYLER STREET
HOLLYWOOD, FL 33020

SUBJECT: VISTA AUDIO VISUAL CORP.
REF: P02000113261

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VISTA AUDIO VISUAL CORP., a Florida corporation**

VISTA AUDIO VISUAL CORP., (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on October 21, 2002.
2. These Amended and Restated Articles of Incorporation were unanimously approved by written consent of all the shareholders and directors on November 5, 2002.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

Article I

Name

The name of the Corporation is Vista Audio Visual Corp.

Article II

Duration

The Corporation shall have perpetual existence.

Article III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal office for the Corporation shall be: 1560 Sawgrass Corporate Parkway, Suite #230, Sunrise, Florida 33323.

Article V

Capital Stock

The number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par common stock.

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Article VI
Registered Agent

The name and address of the registered agent of the Corporation is: Reuben M. Schneider, 2021 Tyler Street, Hollywood, Florida 33020. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII
Board of Directors

The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time pursuant to and in accordance with the Bylaws but shall never be less than one (1). The directors of the Corporation at the time of filing these Amended and Restated Articles of Incorporation are as follows:

Roy Liemer
Geri Liemer

Article VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

Article IX
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the provisions of the law.

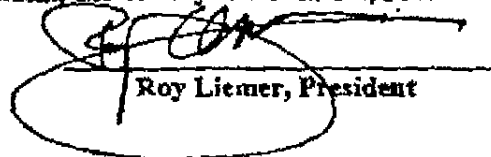
Article X
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Act, and all rights conferred upon stockholders by the terms of these Articles of Incorporation are granted subject to this reservation of powers.

Except as otherwise set forth in the Bylaws, a majority of voting interest of the voting stockholders of the Corporation may amend the Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Vista Audio Visual Corp. are signed by Roy Liemer, its President, this 6th day of November, 2002.

BY VISTA AUDIO VISUAL CORPORATION 11/06/02


Roy Liemer, President

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ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **VISTA AUDIO VISUAL CORP.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I 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 duties and obligations of the Registered Agent.

Dated: November 6, 2002.


REUBEN M. SCHNEIDER

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