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96 OCT 28 PM 1:31

Mark E. Revord
112 N. Blomn Ave.
Clermont, Florida 34711.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Po Box 6327
Tallahassee FL 32314

October 25th, 1996

500001989515--S
-10/29/96--01155--005
****122.50 ****122.50

Subject: EZ TV Color, Inc.

Enclosed please find the original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 made payable to the Secretary of State. Please accept the enclosed articles for filing.

Sincerely

Mark E. Revord

Mark E. Revord

PH
10/30/96

ARTICLES OF INCORPORATION
of
EZ TV Color, Inc

FILED

96 OCT 28 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation shall be EZ TV Color, Inc

ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 112 N. Bloxam Ave.
Clermont, Florida 34711

ARTICLE III - PURPOSE

To engage in any and all lawful activity for which the corporation may be organized under the laws of the State of Florida, to include but not be limited to selling color TV set up systems to the public.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par common value stock which shall be designated "Common Voting Shares".

ARTICLE V - PRE-EMTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof, (as nearly as can be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI - OPTION TO REDEEM OR REQUIRE ISSUED SHARES

This corporation shall have the option to redeem or require all or any such portion of issued stock held by a shareholder of the corporation who offers it for sale. That the purchase price of each redeemed or required share shall be determined by which ever is the lessor of the current market value of the said share at the time of this transaction, or the actual purchase price as paid by such shareholder plus ten percent (10%) of the original par value of each such share.

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 112 N. Bloxam Ave. Clermont, Florida 34711, and the name of the initial registered agent of this corporation at that street address is Mark E. Revord.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have on (1) Director constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-laws. The name and address of the initial Board of Directors are

NAME	ADDRESS
Charles F. Jones III	4767A Walden Cir. Orlando, Florida 32811
Mark E. Revord	112 N. Bloxam Ave Clermont, Florida 34711

ARTICLE IX - INCORPORATORS

The name of each person signing these Articles is:

NAME	ADDRESS
Charles F. Jones III	4767A Walden Cir. Orlando, Florida. 32811
Mark E. Revord	112 N. Bloxam Ave Clermont, Florida 34711

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

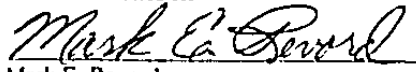
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 5th of September, 1996.

 10-23 1996

Charles F. Jones III

 10/23 1996

Mark E. Revord

STATE OF FLORIDA
COUNTY OF ORANGE

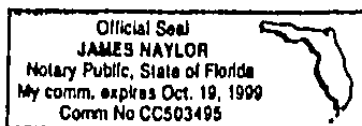
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles F. Jones III and Mark E. Revord, known to me and known by me to be the persons who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 23 day of Oct., 1996.



Notary Public, State of Florida at Large

My commission expires: Oct. 19, 1999



FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM IT MAY BE SERVED
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST-- EZ TV COLOR, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPLE PLACE OF BUSINESS IN THE CITY OF CLERMONT IN THE STATE OF FLORIDA, HAS NAMED MARK E. REVORD LOCATED AT 112 N. BLOXAM AVE. CLERMONT, FLORIDA 34711, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE Mark E. Revord DATE 10/23/96
MARK E. REVORD

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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 PERFORMANCE OF MY DUTIES.

SIGNATURE Mark E. Revord DATE 10/23/96
MARK E. REVORD

Charles F. Jones III
4767A Walden Circle
Orlando, Florida 32811
407.352.5790

PG 000089363

October 3, 1997

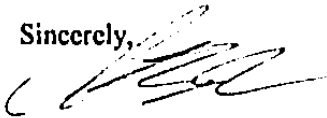
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002313013--2
-10/13/97--01104--009
*****43.75 *****43.75

Subject: Adoption of Amendments to Articles of Incorporation of EZ TV COLOR, Inc.

Enclosed you will find the original and one copy of the Adoption of Amendments of EZ TV COLOR, Inc. We have attached a check for our corporate filing and a certificate of status in the amount of \$43.75 made out to the Secretary of State. Please accept these documents for filing. We would greatly appreciate your prompt attention.

Sincerely,



Charles F. Jones III

FILED
97 OCT 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 10/16 n/c Amend

Articles Of Amendment
To
EZ TV COLOR, Inc.

FILED
97 OCT 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendments Adopted

Article I - Name

The name of this corporation shall be Precision Media Systems, Inc.

Article II - Principle Office

The principle place of business and mailing address of this corporation shall be 4767A Walden Circle Orlando, Florida 32811

Article III - Purpose

To engage in any and all lawful activity for which the corporation may be organized under the laws of the State of Florida, to include but not limited to the sale of audio and video system consultation, design, production, equipment, fabrication, and installation.

Article VII - Initial Registered Agent

The street address of the initial registered agent of this corporation is 4767A Walden Circle Orlando, Florida 32811, and the name of the initial registered agent of this corporation at that street address is Charles F. Jones III.

Article VIII - Initial Board Of Directors

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws of this corporation. The name and address of each of the members of the initial Board of Directors are:

NAME:	ADDRESS:
Charles F. Jones III	4767A Walden Circle Orlando, Florida 32811
Mark E. Revord	1250 10 th Street Clermont, Florida 34711

Article IX - Incorporators

The name and address of each person signing these Articles are:

NAME:	ADDRESS:
Charles F. Jones III	4767A Walden Circle Orlando, Florida 32811
Mark E. Revord	1250 10 th Street Clermont, Florida 34711

Date Of Amendments Adoption

The above amendments have been adopted as of October 3, 1997
Date

Adoption Of Amendments

The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

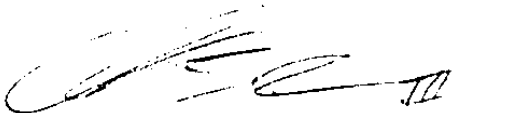
Signed this day 3rd of October, 19 97

Signature Mark E. Howard
Chairman of the Board of Directors

Certificate designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom the process may be served

In compliance with section 48.091, Florida Statutes, the following is submitted:

First -- Precision Media Systems, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business in the city of Orlando in the State of Florida, has named Charles F. Jones III located at 4767A Walden Circle Orlando, Florida 32811, as its agent to accept service of process within Florida.

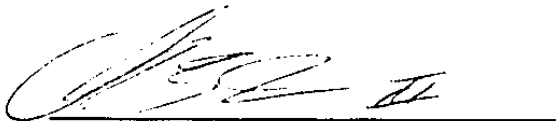


Charles F. Jones III

10-3-97

Date

Having been named to accept service of process for the above stated corporation, 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 performance of my duties.



Charles F. Jones III

10-3-97

Date

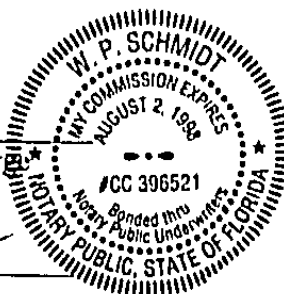
State of Florida
County of Orange

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles F. Jones III, and Mark E. Revord, known to me and known by me to be the persons who executed the forgoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 3rd day of October, 1997.



Notary Public, State of Florida at Large



My commission expires: 8/2/98

Charles F. Jones III
4767A Walden Circle
Orlando, Florida 32811
407.352.5790

PK000089363

October 3, 1997

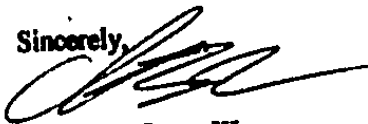
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Sincerely,



Charles F. Jones III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 13 AM 9:26

FILED

See 10/16 N/C Amend

**Articles Of Amendment
To
EZ TV COLOR, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NAME:

Charles F. Jones III
Mark E. Revord

ADDRESS:

4767A Walden Circle Orlando, Florida 32811
1250 10th Street Clermont, Florida 34711

Article IX - Incorporators

The name and address of each person signing these Articles are:

NAME:

Charles F. Jones III
Mark E. Revord

ADDRESS:

4767A Walden Circle Orlando, Florida 32811
1250 10th Street Clermont, Florida 34711

Date Of Amendments Adoption

The above amendments have been adopted as of: October 3, 1997
Date

Adoption Of Amendments

The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 3rd of October, 1997

Signature Mark E. Devord
Chairman of the Board of Directors

Certificate designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom the process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

First -- Precision Media Systems, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business in the city of Orlando in the State of Florida, has named Charles F. Jones III located at 4767A Walden Circle Orlando, Florida 32811, as its agent to accept service of process within Florida.

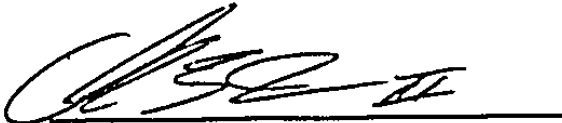


Charles F. Jones III

10-3-97

Date

Having been named to accept service of process for the above stated corporation, 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 performance of my duties.



Charles F. Jones III

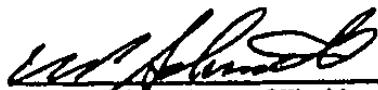
10-3-97

Date

State of Florida
County of Orange

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 3rd day of October, 1997.


Notary Public, State of Florida at Large



My commission expires: 8/2/98