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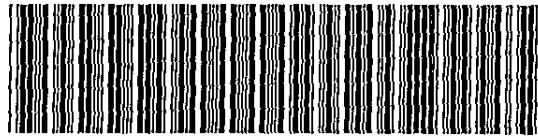
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6003-12432



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04/30/03--01119--002 \*\*70.00

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** AVI, Inc.  
(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:

Donald E. Potts, CPA  
(Name of Person)

AVI, Inc.  
(Firm/Company)

1115 Alpha Drive  
(Address)

Alpharetta, GA 30004  
(City/State and Zip code)

For further information concerning this matter, please call:

Spencer Fox at (770) 640-1120  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**\* MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 10, 2003

DONALD E. POTTS CPA  
1115 ALPHA DRIVE  
ALPHARETTA, GA 30004

SUBJECT: AVI, INC.  
Ref. Number: W03000012432

We have received your document for AVI, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 803A00036086



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 23, 2003

DONALD E. POTTS CPA  
1115 ALPHA DRIVE  
ALPHARETTA, GA 30004

SUBJECT: AVI, INC.  
Ref. Number: W03000012432

We have received your document for AVI, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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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 (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 703A00032529



**RESOLUTION OF THE BOARD OF DIRECTORS OF  
AVI, Inc.**

BE IT KNOWN THAT, on the 20<sup>th</sup> day of May 2003, at a duly constituted meeting of the Board of Directors of AVI, Inc., and the following resolution was voted and approved upon motion duly made and seconded:

1. Submit Application by Foreign Corporation for Authorization to transact business in Florida under the name AVI – The Home Theater Store Company.

**CERTIFICATION BY SECRETARY**

I am the Secretary of AVI, Inc. I hereby certify that the foregoing is a true and correct copy of the Resolution adopted by the Board of Directors of AVI, Inc. on May 20, 2003 in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, I have this 20<sup>th</sup> day of May 2003 subscribed my name as Secretary of AVI, Inc. and have caused the corporate seal to be affixed hereto.

A handwritten signature in black ink, appearing to be "D. J. [unclear]", is written over a horizontal line. To the right of the signature, there are several horizontal lines, likely representing a corporate seal or stamp.

Secretary of Corporation

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. AVI, Inc.  
(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. Georgia 3. 58-2030234  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/1/93 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1115 Alpha Drive Alpharetta, GA 30004  
(Principal office address)

same as above  
(Current mailing address)

8. Low Voltage Electrical Contractor  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Joseph Nicholson

Office Address: 9424 SW 1st Place

Gainesville, Florida 32607  
(City) (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.*

Joseph Nicholson  
(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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Spencer M. Fox

Address: 1115 Alpha Drive  
Alpharetta, GA 30004

Vice Chairman: Michael C. Kennedy

Address: 1115 Alpha Drive  
Alpharetta, GA 30004

Director: Timothy J. Lubben

Address: 1115 Alpha Drive  
Alpharetta, GA 30004

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

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

B. OFFICERS

President: Spencer M. Fox

Address: 1115 Alpha Drive Alpharetta, GA 30004

Vice President: Michael C. Kennedy

Address: 1115 Alpha Drive  
Alpharetta, GA 30004

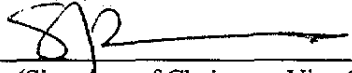
Secretary: \_\_\_\_\_

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

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

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

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

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

14. Spencer M. Fox  
(Typed or printed name and capacity of person signing application)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 030840512  
CONTROL NUMBER : K300429  
DATE INC/AUTH/FILED: 01/01/1993  
JURISDICTION : GEORGIA  
PRINT DATE : 03/25/2003  
FORM NUMBER : 211

AVI, INC.  
SPENCER FOX  
1115 ALPHA DR  
ALPHARETTA, GA 30004

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**AVI, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



  
Cathy Cox  
Secretary of State