

L00000007965
George L. Clapham

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June 27, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: American Audio Vision, LLC

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-06/29/00--01055--018
****133.75 ****133.75

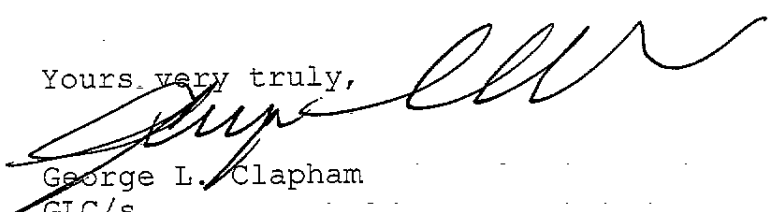
Dear Sir/Madam,

Enclosed are the following:

1. The original and one copy of the Articles of Incorporation of American Audio Vision, LLC.

2. My check in the amount of \$133.75, for the filing fee, designation of resident agent, and one certified copy of the charter.

Yours very truly,


George L. Clapham
GLC/s

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
AMERICAN AUDIO VISION, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company will be American Audio Vision, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 301 North Ferncreek Avenue, Orlando, FL 32803.

ARTICLE III -- DURATION

The company will commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence will be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is George L. Clapham, 301 North Ferncreek Avenue, Orlando, FL 32803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company will contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member will make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members will be admitted to the company except with the unanimous written consent of all the members of the

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TALLAHASSEE, FLORIDA

company and on such terms and conditions as will be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee will have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interests approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company will be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company will be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company consistent with law or these articles of organization. The name and address of the initial manager of the company are Joseph C. Hughes, 510 Gardena Terrace Delray Beach, FL 33444.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on the ____ day of May 2000.


Joseph C. Hughes

STATE OF FLORIDA
COUNTY OF Palm Beach

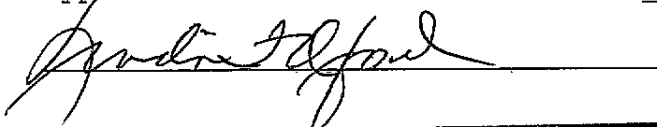
Sworn to and subscribed before me this 6-19-2000, by Joseph C. Hughes.

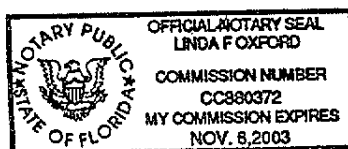
Personally Known ✓

OR

Produced Identification _____

Type of Identification Produced _____





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ACCEPTANCE OF APPOINTMENT AS
RESIDENT AGENT

Having been named as registered agent of American Audio Vision, LLC, to accept service of process for the limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent as provide for the Chapter 608, Florida Statutes.


George L. Clapham

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