

THE UNITED STATES CORPORATION COMPANY
99000000399

ACCOUNT NO. : 072100000032

REFERENCE : 153845 151463A

AUTHORIZATION :

COST LIMIT :

\$ 285.00

ORDER DATE : March 2, 1999

ORDER TIME : 9:59 AM

ORDER NO. : 153845-005

CUSTOMER NO: 151463A

CUSTOMER: Mr. James Fitzsimmons
Budd Larner Gross Rosenbaum
150 John F. Kennedy Parkway

Short Hills, NJ 07078

900002793059--4

99-399

| | |
|----------------|------|
| Name | 0319 |
| Availability | |
| Document | |
| Examination | |
| Update | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W. P. Verifier | |

FOREIGN FILINGS

NAME: AUDIO VISUAL COMMUNICATIONS,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 MAR -3 AM 10:40
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 18, 1999

CASSANDRA LAMM
CSC

SUBJECT: AUDIO VISUAL COMMUNICATIONS, LLC
Ref. Number: W99000005190

RESUBMIT
Please give original
filing date as file date.

We have received your document for AUDIO VISUAL COMMUNICATIONS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00013446

99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RESUBMIT

Please give original

date as file date.

March 3, 1999

CASSANDRA LAMM
CSC

SUBJECT: AUDIO VISUAL COMMUNICATIONS, LLC
Ref. Number: W99000005190

RESUBMIT

Please give original

date as file date.

We have received your document for AUDIO VISUAL COMMUNICATIONS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00009692

FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR 18 PM 12:00
DIVISION OF CORPORATIONS

**CERTIFICATE OF RESOLUTION
OF SOLE MEMBER
OF
AUDIO VISUAL COMMUNICATIONS, LLC**

FRED FRIEDMAN, Manager of AUDIO VISUAL COMMUNICATIONS, LLC, a limited liability company duly organized under the laws of the State of Delaware (the "Company"), does hereby certify that the following is a true and correct copy of a resolution of the sole Member of said limited liability company, adopted by written consent of the sole Member on the 9th day of March, 1999.

RESOLVED, that, inasmuch as the Company desires to transact business in the State of Florida, and inasmuch as the Company has been advised that the name of the Company is not available for use in the State of Florida, the Company adopts the alternate name Audio Visual Communications of Orlando, LLC for use in transacting business in the State of Florida pursuant to Sections 608.406 and 608.506, Florida Limited Liability Company Act; and it is

FURTHER RESOLVED, that the Manager of the Company be and hereby is authorized and directed to cause any and all required documents to be prepared, executed, and filed so that the Company may obtain a Certificate of Authority pursuant to the Florida Limited Liability Company Act, and to cause the Company to use the said alternate name in the transaction of business in the State of Florida.


FRED FRIEDMAN, Manager

DATED: March 9, 1999

99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Audio Visual Communications, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3486655
(FEI number, if applicable)
4. January 10, 1997
(Date of Organization)
5. January 1, 2097
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 248 Cox Street
Roselle, New Jersey 07203
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|----------------------------------|-------------|-----------------|--------|
| <u>Fred Friedmant, Manager</u> | <u>MGRM</u> | | |
| <u>JSC Holdings, LLC</u> | | | |
| <u>248 Cox Street</u> | | | |
| <u>Roselle, New Jersey 07203</u> | | | |
| | | | |
| | | | |
| | | | |
| | | | |

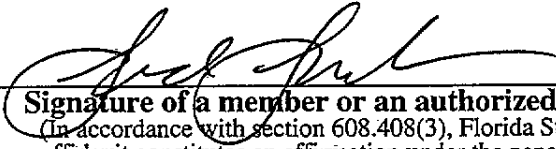
FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Audio Visual Communications, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 88,535.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 88,535.00 ;
(This total includes amounts from 2 and 3 above.)


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Fred Friedman, Manager, JSC Holdings, LLC
Typed or printed name of signee

99 MAR-3 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Audio Visual Communications, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hayes street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent.

Karen B. Rozar
(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUDIO VISUAL COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2705471 8300
991080573



9605261
03-02-99

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: