

P000000022762

DANA J. WATTS

BOARD CERTIFIED CIVIL TRIAL LAWYER
CERTIFIED CIRCUIT COURT MEDIATOR

1620 MAIN ST.
SUITE 1
SARASOTA, FLORIDA 34236-5811



TELEPHONE
(941) 955-5791
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(941) 951-2076

February 16, 2000

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32301

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-02/21/00--01115--008
*****78.75 *****78.75

Re: A.V. Design & Development, Inc.

Dear Sir/Madam:

Enclosed please find the original plus one (1) executed copy of the Articles of Incorporation for the above corporation. We would appreciate your filing the same and advising when they have been filed. Our check is also enclosed in the amount of \$78.75 to cover the costs. Please forward a certified copy.

Thank you for your cooperation and assistance in this matter.

Yours truly,

Dana J. Watts

DJW/ss
Enclosures

FILED
00 FEB 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-5085
gjg/23



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 23, 2000

DANA J. WATTS
1620 MAIN ST.
STE. 1
SARASOTA, FL 34236-5811

SUBJECT: A.V. DESIGN & DEVELOPMENT, INC.
Ref. Number: W00000005025

We have received your document for A.V. DESIGN & DEVELOPMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 300A00009875

ARTICLES OF INCORPORATION

OF

A.V. DESIGN & DEVELOPMENT, INC.

ARTICLE I

Name. The name of this corporation is A.V. Design & Development, Inc.

ARTICLE II

Duration. The corporation shall be perpetual.

ARTICLE III

Purpose. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Preemptive Rights. Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Principal Office. The street address of the initial principal office of this corporation is 2035 Goldenrod Street, Sarasota, Florida 34239.

ARTICLE VII

Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Ari Malatlian, President
2035 Goldenrod Street
Sarasota, Florida 34239

and

Vartan Malatlian, Vice President
2035 Goldenrod Street
Sarasota, Florida 34239

and

Michelle Malatlian, Secretary/Treasurer
2035 Goldenrod Street
Sarasota, Florida 34239

ARTICLE VIII

Incorporator. The name and address of the person signing these articles is:

Ari Malatlian, Inc.
2035 Goldenrod Street
Sarasota, Florida 34239

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Registered Agent. Dana J. Watts, Esquire is hereby designated as the Registered Agent for this corporation. The registered office shall be 1620 Main Street, Suite 1, Sarasota, Florida 34236.

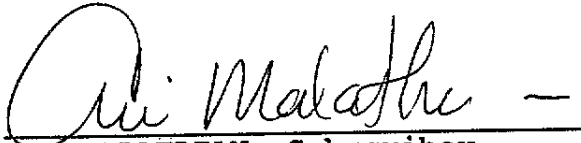
ARTICLE XI

Indemnification. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment. This corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation this 11th day of Feb., 2000.

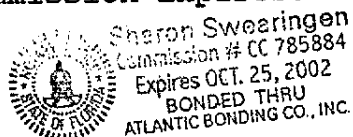

ARI MALATLIAN, Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

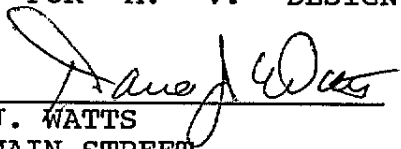
The foregoing instrument was acknowledged before me by Ari Malatlian this 11 day of February, 2000, who is personally known to me or who has produced as identification and who did/did not take an oath.

Notary Public
My Commission Expires:

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I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR A. V. DESIGN &
DEVELOPMENT, INC.


DANA J. WATTS
1620 MAIN STREET
SUITE ONE
SARASOTA, FLORIDA 34236
(941) 955-5791
FLA BAR# 0292141

3/3/2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA