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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**AUDIO & VIDEO DEPOT, INC.**

Certificate of Status	0
Certified Copy	1
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(5) H00000013185

ARTICLES OF INCORPORATION  
OF  
AUDIO & VIDEO DEPOT, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be:

AUDIO & VIDEO DEPOT, INC.

ARTICLE II  
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III  
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

*Document Prepared By:*  
*Ivette Halphen Leon, Esq.*  
*Florida Bar No.: 981834*  
*Alayon & Associates, P.A.*  
*2450 S.W. 137th Avenue, Suite 226*  
*Miami, Florida 33175*  
*(305) 221-2110*

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**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P REGISTERED AGENT, INC.  
2450 S.W. 137th Avenue  
Suite 226  
Miami, Florida 33175

**ARTICLE VI**  
**MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is:

2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

The principal office of the Corporation as of the date of execution of these Articles, and is:

10200 N.W. 25<sup>th</sup> Street  
Suite A-104  
Miami, Florida 33172

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have 3 director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

CARLOS BOERI  
10200 NW 25<sup>TH</sup> STREET  
SUITE A-104  
MIAMI, FLORIDA 33172

FEDERICO KASSLATER  
10200 NW 25<sup>TH</sup> STREET  
SUITE A-104  
MIAMI, FLORIDA 33172

SUIDIBERTO QUEVEDO  
10200 NW 25<sup>TH</sup> STREET  
SUITE A-104  
MIAMI, FLORIDA 33172

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**INCORPORATOR**

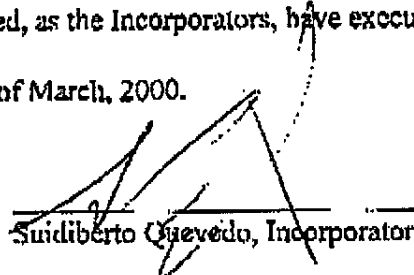
The name and address of the incorporator of the corporation is:

**SUIDIBERTO QUEVEDO**  
**10200 NW 25<sup>TH</sup> STREET**  
**SUITE A-104**  
**MIAMI, FLORIDA 33172**

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 23<sup>rd</sup> day of March, 2000.

  
\_\_\_\_\_  
Suidiberto Quevedo, Incorporator

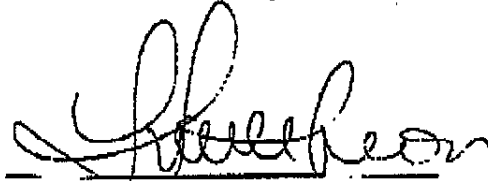
STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared SUIDIBERTO QUEVEDO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

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WITNESS my hand and official seal at Miami, Dade County, Florida, this 23<sup>rd</sup> day of March, 2000.



Notary Public  
State of Florida at Large

My Commission Expires:



Ivette Halphen Leon  
My Commission CC578258  
Expires Aug. 18, 2000

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of AUDIO & VIDEO DEPOT, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 23<sup>rd</sup> day of March, 2000.



Ivette Halphen Leon, Esq., President  
A&P Registered Agent, Inc.

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