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Douglas A. Greenbaum, P.A.

400 S.E. Eighth Street Fort Lauderdale, FL 33316

Douglas A. Greenbaum Certified Family Mediator Telephone (954) 462-6452 Facsimile (954) 462-3151

February 2, 2000

The Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314 200003158912--8 -03/06/00--01126--803 ****122.50 ******78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Home Theater Concepts, Inc. Also enclosed is a check payable to the Department of State, in the amount of \$122.50, representing the fees for filing the articles. It is our understanding that the filing of the Articles will take approximately seven to ten business days.

Should you have any questions regarding the enclosed documentation please feel free to contact the undersigned.

Sincerely,

Dougtas Greenbaum

DG/mw enclosures

189,2544,2550 WOO-6714

D. BROWN MAR 2 7 2000



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 13, 2000

DOUGLAS A. GREENBAUM, P.A. 400 S.E. EIGHTH STREET FORT LAUDERDALE, FL 33316

SUBJECT: HOME THEATER CONCEPTS, INC.

Ref. Number: W0000006714

We have received your document for HOME THEATER CONCEPTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6972.

Doris Brown Document Specialist

Letter Number: 700A00013869

ARTICLES OF INCORPORATION OF



HOME THEATER CONSULTING, INC.

The undersigned incorporator hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOME THEATER CONSULTING, INC.

The address of the principal office of this corporation shall be 591 NW 182nd Way, Suite 1, Pembroke Pines, Florida 33029 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value.

These Articles Prepared By: Douglas A. Greenbaum, Esquire Florida Bar No. 705330 400 Southeast 8 Street Fort Lauderdale, FL 33316 (954) 462-6452

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 400 Southeast Eighth Street, Fort Lauderdale, Florida, 33316, and the name of the initial registered agent of the corporation at that address is DOUGLAS GREENBAUM, ESQUIRE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Joseph Palermo 591 NW 182nd Way, Suite 1 Pembroke Pines, Florida 33029 President/ Secretary/Director

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Joseph Palermo 591 NW 182nd Way, Suite 1 Pembroke Pines, Florida 33029

IN WITNESS WHEREOF, the undersigned agent Joseph Palermo has hereunto set his hand and seal on ______________________________.

loseph Palermo

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLE OF INCORPORATION

Douglas Greenbaum, Esquire, authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

DOUGLAS GREENBAUM, ESQUIRE

Bv:

Its Agent