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ROBERT W. GROTH
ADMITTED IN FLORIDA
MINNESOTA AND THE
U.S. SUPREME COURT

00000070947

October 24, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Restated Articles of Incorporation of
Audio Video Excellence, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of the Restated Restated Articles of Incorporation and the Certificate of Designation, Registered Agent/Registered Office for Audio Video Excellence, Inc. for filing with your office. In addition, a check in the amount of \$43.75 has been included to cover the following fees:

Filing Fees	\$35.00
Certificate of Status/Fact	<u>\$ 8.75</u>
	\$43.75

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Please return a "filed" stamped copy of the Restated Articles to this office at your earliest convenience. A return envelope is provided for your convenience.

Yours very truly,


ROBERT W. GROTH
RWG/bav

cc David J. Hughes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Restated Articles
of Audio Video
Excellence, Inc.
10-29-01
2001

**RESTATED ARTICLES OF INCORPORATION
AND CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
AUDIO VIDEO EXCELLENCE, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is Audio Video Excellence, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2270 Trade Center Way, Suite 202, Naples, FL, 34109.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000.00 common shares, with one dollar (\$1.00) par value per share.

ARTICLE IV

The name and address of the current registered agent is David J. Hughes 2270 Trade Center Way, Suite 202, Naples, FL, 34109.

ARTICLE V

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

The foregoing restated articles of incorporation restate and integrate and amend in accordance with Section 607.1003 the provisions of the corporation's articles of incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated articles of incorporation.

Dated October 24th, 2001.

Audio Video Excellence, Inc.


David J. Hughes, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


David J. Hughes, Registered Agent

Date: October 24th, 2001

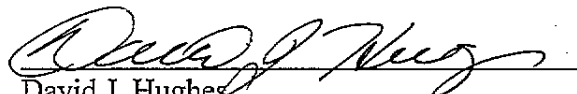
CERTIFICATE

In accordance with section 602.1007(4), it is hereby certified that:

The board of directors adopted the restated articles and the amendments to the articles appearing in the restated articles were duly approved by the shareholders in accordance with the Florida Business Corporation Act, and the information required in section 607.1006 is set forth as follows:

The undersigned, David J. Hughes, the President and Secretary of AUDIO VIDEO EXCELLENCE, INC., a Florida Corporation formed under the provisions of Chapter 607 of the Florida Statutes, known as the Florida Business Corporation Act, does hereby certify that at a special meeting of the shareholders of said corporation at which a quorum was present duly called and held in the City of Naples, County of Collier, State of Florida, on October 1st, 2001, at 12:00 p.m., notice of such meeting having been waived by all shareholders prior to such meeting, the resolution to amend and restate the articles of incorporation was adopted by a unanimous vote of said shareholders.

Dated: October 24th, 2001.


David J. Hughes
President and Secretary

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TALLAHASSEE, FLORIDA