



ACCOUNT NO. : 072100000032

REFERENCE : 776584 7142564

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 26, 2000

ORDER TIME : 9:52 AM

ORDER NO. : 776584-005

CUSTOMER NO: 7142564

CUSTOMER: James D. Gibson, Esq
Roknich & Gibson
Suite 901
1800 Second Street
Sarasota, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 1:58

DOMESTIC FILING

NAME: MAINI AUDIO VIDEO OF
SARASOTA, INC.

800003336538--0
-07/26/00--01036--011
*****70.00 *****70.00

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

Handwritten signature/initials

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 26 AM 10:39

RECEIVED

ARTICLES OF INCORPORATION

OF

MIANI AUDIO VIDEO OF SARASOTA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 26 PM 1:58

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: MIANI AUDIO VIDEO OF SARASOTA, INC., a Florida Corporation.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

1034 Wyndham Way, Safety Harbor, Florida 34695

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 901, Sarasota, Florida 34236, and the registered agent at such office is James D. Gibson.

ARTICLE VII - DIRECTORS

This Corporation shall have three Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Tom Witte	1034 Wyndham Way, Safety Harbor, FL 34695
Jim Richards	3911 Swann Ave., Tampa, FL 33609
John Miani	2648 Meadow Wood Dr., Clearwater, FL 33761

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Tom Witte	1034 Wyndham Way, Safety Harbor, FL 34695
Jim Richards	3911 Swann Ave., Tampa, FL 33609
John Miani	2648 Meadow Wood Dr., Clearwater, FL 33761

The undersigned has executed these Articles this 24 day of
July, 2000.

Tom Witte
TOM WITTE
INCORPORATOR

Jim Richards
JIM RICHARDS
INCORPORATOR

John Miani
JOHN MIANI
INCORPORATOR

Having been named as Registered Agent and to accept service of process for MIANI AUDIO VIDEO OF SARASOTA, INC., at the place designated in the Articles, 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.

7-24-00
Date

James D. Gibson
JAMES D. GIBSON
Registered Agent

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