

TRANSMITTAL LETTER

**P00000101966**

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

SUBJECT: A.V. Enterprises Corporation  
(Proposed corporate name - must include suffix)

700003444847--3  
-10/30/00--01144--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sean Powers  
Name (Printed or typed)

2101 West S.R. 434, Suite 221  
Address

Longwood FL 32779  
City, State & Zip


(407) 949-9300  
Daytime Telephone number

FILED  
00 OCT 30 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

T BROWN OCT 31 2000

**ARTICLES OF INCORPORATION  
OF  
A.V. ENTERPRISES CORPORATION**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Article of Incorporation: 

**FILED**  
00 OCT 30 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is A.V. Enterprises Corporation

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLES III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consists of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this Corporation in the state of Florida, shall be 2101 West S.R. 434, Suite 221, Longwood, Fl 32779. The Board of Directors may at any time and from time to time move the principal office of this Corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this Corporation shall be managed by its Board of Directors. The number of such directors shall be not less than one and subject to such minimum may be increased from time to time in the manner provided in the By-Laws.

The number of persons constituting the initial Board of Directors shall be 1 (one). The Board of Directors shall be elected by the stockholders of the Corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Sean Powers  
2101 West S.R. 434  
Suite 221  
Longwood, Fl. 32779

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right be granted by an amendment to these Articles of Incorporation or by resolution of the Board of Directors.

## **ARTICLES VIII AMENDMENT OF BY-LAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

9.1 Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor shall not apply to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no directors or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interest of this Corporation, and in conjunction therewith, to procure, at this Corporation's expense, policies of insurance.

**ARTICLE XI**  
**SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation as subscriber is:

Sean Powers  
2101 West S.R. 434  
Suite 221  
Longwood, Fl. 32779

**ARTICLE XII**  
**CONTRACTS**

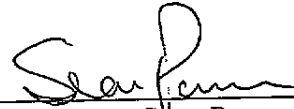
No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or indirect interest in such contract.

**ARTICLE XIII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this Corporation is:

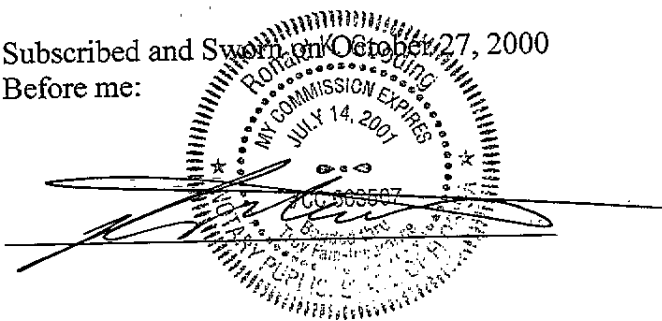
Sean Powers  
2101 West S.R. 434  
Suite 221  
Longwood, Fl 32779

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on October 27<sup>th</sup> 2000.



Sean Powers, Subscriber

Subscribed and Sworn on October 27, 2000  
Before me:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for A.V. Enterprises Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Sean Powers

**FILED**  
00 OCT 30 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA