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ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY*
CRAIG E. ROTHBURD
* Certified Circuit Court Mediator

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March 2, 2001

Division of Corporations
SECRETARY OF STATE
P.O. Box 6327,
Tallahassee, FL 32314

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-03/09/01--01096--004
*****70.00 *****70.00

RE: Articles of Incorporation of Home Theater Gallery, Inc.
File No. 4536

Dear Clerk:

Please find enclosed the Articles of Incorporation of Home Theater Gallery, Inc., for filing with your office together with our firm's check in the amount of \$70.00. Please return a date-stamped copy of the filed Articles of Incorporation of Home Theater Gallery, Inc., to our office. I have enclosed a copy of said document, along with a self-addressed stamped envelope for your convenience. Please call with any questions. Thank you!

Kindest regards,

ROBERT K. EDDY & ASSOCIATES, P.A.

Maria Ropp, Legal Assistant

/mlr

ENCLOSURES

- * Check No: 8619
- * Copy of Articles
- * Articles of Incorporation
- * Self-addressed stamped envelope

FILED
2001 MAR -9 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

eg 3/14/01

ARTICLES OF INCORPORATION
OF
HOME THEATER GALLERY, INC.

FILED
2001 MAR -9 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Section 607.0202, Florida Statutes.

I.

The Name of the corporation shall be:

HOME THEATER GALLERY, INC.

II.

The principal office of the corporation and the mailing business address of the corporation shall be:

808 W. De Leon Street
Tampa, FL 33606-2722

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: to engage in installation and sales of home audio and video equipment and related products and furniture, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be One Thousand (1,000) Shares of common stock with a par value of \$1.00 per share.

V.

The amount of capital with which the corporation will begin business will be no less than Five Hundred and No/100 (\$500.00) Dollars.

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

VII.

The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Craig E. Rothburd	808 W. De Leon Street Tampa, FL 33606-2722

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IX.

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Craig E. Rothburd President Secretary/Treasurer	808 W. De Leon Street Tampa, FL 33606-2722

X.

The names and post office addresses of each subscriber/incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

NAME:	ADDRESS:	NUMBER OF SHARES:
Craig E. Rothburd	808 W. De Leon Street Tampa, FL 33606-2722	1

XI.

The duration of the corporation is to be perpetual.

XII.

The street address corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Initial Registered Agent:	Street Address:
Craig E. Rothburd	808 W. De Leon Street Tampa, FL 33606-2722

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation for HOME THEATER GALLERY, INC., this 5th day of March, 2001.


Craig E. Rothburd

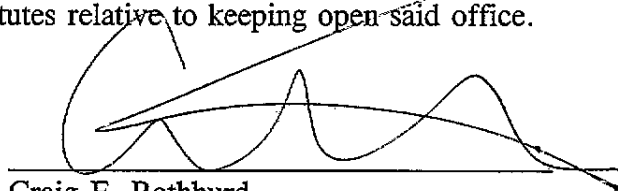
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that HOME THEATER GALLERY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tampa, County of Hillsborough, State of Florida has named Craig E. Rothburd, 808 W. De Leon Street, Tampa, Florida, 33606-2722, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO SECTION 607.0505, FLORIDA STATUTES**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607, Florida Statutes relative to keeping open said office.


Craig E. Rothburd

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2001 MAR -9 AM 8:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA