

P01000034360

March 29, 2001

SECRETARY OF STATE  
Division of Corporations  
George Firestone Building  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
01 APR -2 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

RE: IVA INTERNATIONAL VIDEO & AUDIO, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If any questions, please call 954/854-3862.

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-04/02/01--01146--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Sincerely,



Juan Carlos Porro

Juan Carlos Porro  
9370 Oak Grove Circle  
Davie, FL 33328

4-4-01  
we

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

IVA INTERNATIONAL VIDEO & AUDIO, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I- NAME

The name of this corporation is:

IVA INTERNATIONAL VIDEO & AUDIO, INC.

The address of the principal office of this corporation shall be: 9370 Oak Grove Circle - Davie, FL 33328 and the address of the corporation shall be the same.

ARTICLE II- DURATION

This corporation shall have perpetual existence. The corporate existence commences on April 2, 2001.

ARTICLE III- PURPOSE

This corporation is organized for the following purposes:

A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

#### ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares".

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: 9370 Oak Grove Circle  
Davie, FL 33328

The name of the initial registered agent of this corporation at this address is: Juan Carlos Porro

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

Juan Carlos Porro

ADDRESS

9370 Oak Grove Circle  
Davie, FL 33328

ARTICLE VIII- INCORPORATOR

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

Juan Carlos Porro

9370 Oak Grove Circle  
Davie, FL 33328

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall  
be vested in the Board of Directors and the shareholders.

ARTICLE X- CUMULATIVE VOTING

At each election for directors every shareholder  
entitled to vote at such election shall have the right to  
cumulate his votes by giving one candidate as many votes as  
the number of directors to be elected at the time multiplied  
by the number of his shares, or by distributing such votes on  
the same principle among any number of such candidates.

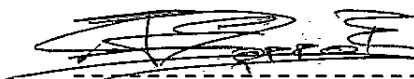
ARTICLE XI- INDEMNIFICATION

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

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal  
any provisions contained in these Articles of Incorporation,  
or any amendment hereto, and any right conferred upon the  
shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated this 03/29/01 day of March, 2001.



Juan Carlos Porro

Subscriber

STATE OF FLORIDA

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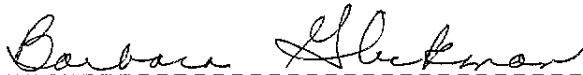
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COUNTY OF BROWARD

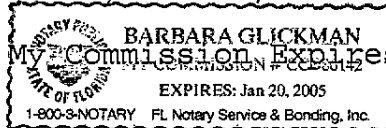
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BEFORE ME, an officer authorized to take acknowledgment in the State and County set forth above, personally appear Juan Carlos Porro known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of March, 2001.



Notary Public, State of Florida



**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 Chapter 48.091 Florida Statutes, the  
following is submitted in compliance with said Act:

First- IVA INTERNATIONAL VIDEO & AUDIO, INC. desiring to  
organize under the laws of the State of Florida has named  
Juan Carlos Porro located at 9370 Oak Grove Circle - Davie,  
FL 33328 as its agent to accept service of process within  
this state.

**ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)**

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

By: 

Juan Carlos Porro  
(Resident Agent)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA