

LAW OFFICES OF

ROBERT E. BOURNE, JR., CHARTERED

Robert E. Bourne, Jr., Esquire

Legal Assistant:
Darlene C. Lambert

Attorneys and Counselors at Law
521 Lake Avenue, Suite 3
Lake Worth, Florida 33460-3889
(561) 586-5151

May 16, 2001

FEDERAL EXPRESS

New Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: A & V Holdings, Inc.

900004270879--3
-05/18/01--01052--005
*****87.50 *****87.50

To Whom It May Concern:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation;
2. My check no. 992 made payable to Division of Corporations in the amount of \$87.50;
3. Return self-addressed, stamped envelope.

Please file the original and return a certified set of copies along with a Certificate of Good Standing.

If you should have any questions, please do not hesitate to contact my office.

Very truly yours,

Robert E. Bourne Jr.
Robert E. Bourne, Jr. by dsl.

REB/dl
enclosures

corp\la & v holding\divcorpltr051601

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 18 PM 1:44

5/21/01

ARTICLES OF INCORPORATION

OF

A & V HOLDINGS, INC.

2001 MAY 18 PM 1:44

SEAL OF THE STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A & V HOLDINGS, INC.

The address of the principal office of this corporation shall be 1310 North Congress Avenue, Suite 410, Boynton Beach, Florida 33426, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred (200) shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and the name of the initial registered agent of the corporation at that address is Robert E. Bourne, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

- | | |
|---|--|
| 1. Patrick Albright
President-Secretary/Director | 1301 North Congress Avenue, Ste. 410
Boynton Beach, Florida 33426 |
| 2. Shadd Vickery
Vice-President-Treasurer/
Director | 1310 North Congress Avenue, Ste. 410
Boynton Beach, Florida 33426 |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of the corporation is:

Robert E. Bourne, Jr.
521 Lake Avenue, Suite #3
Lake Worth, Florida 33460

ARTICLE IV. BY-LAWS

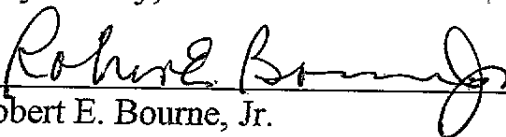
The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of the intention to submit such amendments.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida on the 15th day of May, 2001.


Robert E. Bourne, Jr.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT E. BOURNE, JR., who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Palm Beach County, Florida, this 5th day of May, 2001.

Darlene C. Lambert

Darlene C. Lambert, Notary Public

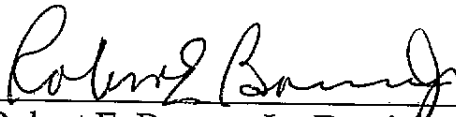
My commission expires:



Darlene C. Lambert
MY COMMISSION # CC857463 EXPIRES
June 15, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert E. Bourne, Jr., Esquire, an attorney licensed to practice law in the State of Florida, having a business office at 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Robert E. Bourne, Jr., Esquire

2001 MAY 18 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA