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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : I19990000230
Phone : (407) 905-9699
Fax Number : (407) 905-9695

FLORIDA PROFIT CORPORATION OR P.A.

Audio Visual Design of Orlando, Inc.

| | |
|-----------------------|---------|
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 06 2001

Fax Audit No: H010001125334

**ARTICLES OF INCORPORATION
of
AUDIO VISUAL DESIGN OF ORLANDO, INC.**

THE UNDERSIGNED, acting as the sole incorporator of **Audio Visual Design of Orlando, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **Audio Visual Design of Orlando, Inc.** for such corporation:

ARTICLE I

Name and Address

The name of the corporation shall be **Audio Visual Design of Orlando, Inc.**, and its principal corporate address shall be initially located at 1108 Mission Ridge Court, Orlando, FL 32835.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

ARTICLE III

General Purposes

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000, consisting of a single class of common stock, \$.001 par value per share.

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Fax Audit Number: H010001125334

Prepared by: E. Nicholas Davis III

Cloverleaf Capital Advisors, LLC

2710 Rew Circle, Suite 100

Ocoee, FL 34761

407-905-9699

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ARTICLE V

Initial Registered Office and Agent

The address of the Registered Office of the corporation is 2710 Rew Circle, Suite 100, Ocoee, FL 34761, and the initial Registered Agent at such address is E. Nicholas Davis, III.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the persons who are to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

Jonathan D. Loveless
1108 Mission Ridge Court
Orlando, Florida 32835

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III., 2710 Rew Circle, Suite 100, Ocoee, FL 34761.

ARTICLE VIII

By-Laws

New by-laws may be adopted, and existing by-laws may be amended or repealed by the shareholders or by the board of directors, by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon or of a majority of the directorships, as the case may be. The notice of any meeting of shareholders or directors at which by-laws are to be adopted, amended or repealed shall include notice of such proposed action. Any action taken with respect to adopting or repealing a by-law or amending the by-laws by the board of directors may be rendered ineffective by the affirmative vote of the holders of a majority of the voting power of the shares

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Ocoee, FL 34761

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entitled to vote, provided that the notice of any meeting of the shareholders at which actions of the board of directors are to be rendered ineffective shall include notice of such proposed action.

ARTICLE IX

Conference Meetings

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action By Consent

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 6th day of November, 2001.

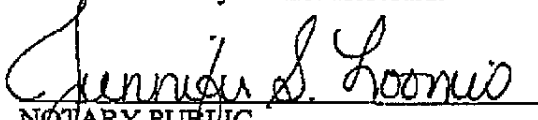

E. Nicholas Davis, III

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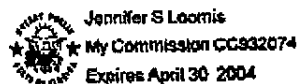
STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 6th day of November, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator, and registered agent of Audio Visual Design of Orlando, Inc., and that he executed as said incorporator and registered agent the foregoing Articles of Incorporation of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



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Prepared by: E. Nicholas Davis III

Cloverleaf Capital Advisors, LLC

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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 6th day of November, 2001

E. Nicholas Davis, III, Registered Agent**FILED**

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TALLAHASSEE, FLORIDA