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To:

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

From:

Account Name : ADORNO & YOSS, P.A.
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FLORIDA PROFIT CORPORATION OR P.A.**AVC HOLDINGS, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
AVC HOLDINGS, INC.**

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The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: AVC HOLDINGS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, ESQ. FLA BAR #0157023
Adorno & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common stock, par value \$.0001 per share. Series of Preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be AVC Accounting Services, Inc., 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this corporation is William A. Fox, 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is William A. Fox, 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

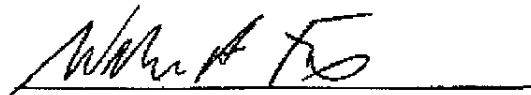
**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 30 day of September 2003.



William A. Fox, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

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TALLAHASSEE, FLORIDA

AVC HOLDINGS, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309, has named AVC Accounting Services, Inc., whose address is 6400 N.W. 6th Way, Suite 310, Ft. Lauderdale, FL 33309, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

AVC Accounting Services, Inc.



William A. Fox