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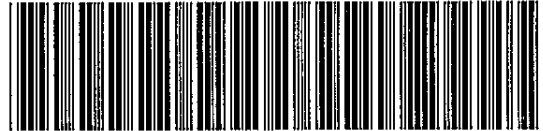
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2004 MAY -4 P 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

*[Handwritten signature]*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 612264 126396A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Piquero*

ORDER DATE : May 4, 2004

ORDER TIME : 11:17 AM

ORDER NO. : 612264-005

CUSTOMER NO: 126396A

CUSTOMER: John L. Licciardi, Esq.  
John L. Licciardi, Esq

Suite 1202  
425 Cove Tower Drive  
Naples, FL 34110

DOMESTIC FILING

NAME: AUDIO/VIDEO CONSULTANTS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
AUDIO/VIDEO CONSULTANTS, INC.**

**FILED**  
2004 MAY -4 P 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

**ARTICLE I - NAME**

The name of the Corporation is:

Audio/Video Consultants, Inc ( the Corporation).

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is:

3722 Kent Drive  
Naples, Florida 34112

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

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers permitted under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation and the name of its initial registered agent at that office is:

Jeffrey R. Denslow  
4560 Chantelle Drive, Unit L-201  
Naples, Florida 34112

#### **ARTICLE VII – BOARD OF DIRECTORS**

This Corporation shall have two (2) Initial Directors. The number of Directors may be increased from time to time by the By-Laws of this Corporation but shall never be less than one (1).

#### **ARTICLE VIII – INITIAL DIRECTORS**

The name of the Initial Directors of this Corporation and their street address is:

David Dalfonse  
3722 Kent Drive  
Naples, Fl. 34112

Jeffrey R. Denslow  
4560 Chantelle Drive Unit L-201  
Naples, Fl. 34112

The persons named as the Initial Directors shall hold office until the first Annual Meeting of the Shareholders of this Corporation, and thereafter until their successors are chosen and qualified, or until their earlier resignation or removal.

#### **ARTICLE IX - INCORPORATOR**

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

Jeffrey R. Denslow  
4560 Chantelle Drive Unit L-201  
Naples, Fl. 34110

#### **ARTICLE X – AMENDMENT**

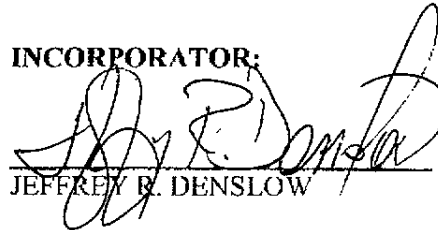
This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XI-SPECIAL PROVISION**

This Corporation shall be organized to comply with the provisions of Sub chapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined herein.

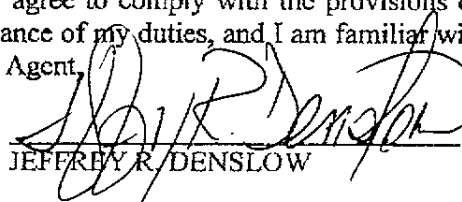
IN WITNESS WHEREOF, the undersigned has executed the foregoing this 28<sup>th</sup> day of April, 2004.

INCORPORATOR:

  
JEFFREY R. DENSLOW

Registered Agent:

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

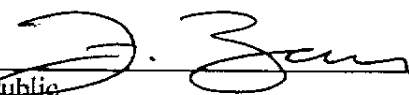
  
JEFFREY R. DENSLOW

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 2004, by **JEFFREY R. DENSLOW**. He is personally known to me ( ) or has produced a Florida Drivers license as a form of identification.



(SEAL)

  
Notary Public  
Printed Name FRANK ZASA  
Commission No. 411/08 DD306005  
My Comm. Expires 4/1/08

FILED  
2004 MAY -4 P 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA