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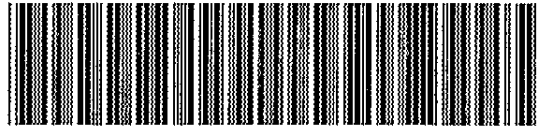
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2004 JUL 21 PM 002

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Microwave Audio & Video Production Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Darius A. Joseph
Name (Printed or typed)

P.O. Box 6610
Address

Fort Myers, FL 33911
City, State & Zip

239-936-4535
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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04 JUL 21 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Microware Audio & Video Productions, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under and in compliance with the laws of the State of Florida.

Articles of Incorporation

Article I - Name

The name of the corporation shall be Microware Audio & Video Productions, Inc..

Article II - Nature of Business

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 50,000 (Fifty Thousand) shares of common stock having a par value of \$1.00 (One Dollar) per share. At meetings of stockholders, cumulative voting is not allowed nor are there pre-emptive rights attached.

Article IV - Registered Agent

The street address of the initial registered office of the corporation shall be 2411 E. Mall Drive, Ft. Myers, Florida 33911 and the name of the initial Registered Agent for the corporation at that address is Darius A. Joseph.

Article V - Term of Existence

It is the intent of the incorporator that this corporation shall continue exist in perpetuity.

Article VI - Limitation of Liability

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VII - Board of Directors

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

- Darius A. Joseph
- Hugh C. Philp

04 JUL 21 PM 2:02
TALLAHASSEE, FLORIDA

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Articles of Incorporation

Article VIII - Incorporator

The name and address of the incorporator is: Darius A. Joseph, 2411 E. Mall Drive, Ft. Myers, Florida 33911.

Article IX - Self-dealing


No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation, so long as said fact is divulged to the other directors prior to such vote.

Article X - Special Provisions

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

In witness whereof, the undersigned has hereunto set his hand and seal on this 16 day of July, 2004.

Incorporator:


Darius A. Joseph

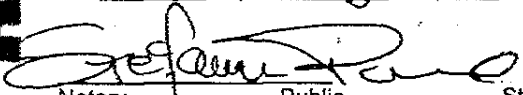
Page Two of Two

State
County of Lee)

of

Florida

The foregoing Articles of Incorporation were executed and acknowledged before me this 16 day of July, 2004, by Darius A. Joseph.


Notary Public, State of Florida
My Commission Expires: 2-03-06

(SEAL)

of

Florida



Stefania Pico
My Commission DD087069
Expires February 03, 2006