

HOWARD E. ENRIQUE, P.A.

ATTORNEY AT LAW

6200 S. Falls Circle Drive, #207

Lauderhill, Florida 33319

954-382-0399

954-382-8845

TRANSMITTAL LETTER

March 3, 2005

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

Re: Registration/Incorporation of: AUDIO VISUAL MASTERS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

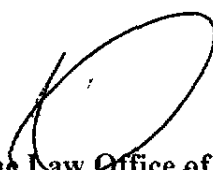
\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$70.00
Filing Fee
& Certified Copy

\$78.75
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

From:  The Law Office of Howard E. Enrique, P.A.
6200 S. Falls Circle Drive
#207
Lauderhill, Florida 33319
(954) 382-0399

Encl: Original Articles of Incorporation
Copy- Articles of Incorporation

ARTICLES OF INCORPORATION

AUDIO VISUAL MASTERS, INC.

WE, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE - I - NAME OF CORPORATION

The name of the corporation shall be **AUDIO VISUAL MASTERS, INC.**

ARTICLE - II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be at 3216 Marine Drive, Suite 2-E, Pompano Beach, Florida 33062, with the privilege of transferring locations or having branch offices at other places within or without the State of Florida, and within or without the United States of America. The name of its initial registered agent shall be ROBERT LANDSNAES, whose address is 3216 Marine Drive, Suite 2-E, Pompano Beach, Florida 33062.

ARTICLE III - PURPOSE OF BUSINESS

The purpose of business of this corporation shall be as follows: The corporation may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida, within the State of Florida, any other state, or any other country permissible by State and Federal law as well as the performance of such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

FILED
05 MAR - 7 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV – SHARES

The amount of the authorized capital stock of this corporation shall be one thousand (1000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V – INITIAL OFFICERS/DIRECTORS

The names and post office address of the officer(s) and first Board of Directors of this corporation shall be two (2) in number and shall hold office for the first year, or until their successor(s) are elected and have qualified, shall be:

ROBERT LANDSNAES
3216 Marine Drive, Suite 2-E
Pompano Beach, Florida 33062
PRESIDENT/SECRETARY

BRODY GOTTLIEB
9250 N.W. 9TH Court
Plantation, Florida 33324
VICE PRESIDENT/TREASURER

ARTICLE VI – REGISTERED AGENT

The name and address of the registered agent of the corporation shall be:

ROBERT LANDSNAES
3216 Marine Drive, Suite 2-E
Pompano Beach, Florida 33062

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of the corporation shall be:

ROBERT LANDSNAES
3216 Marine Drive, Suite 2-E
Pompano Beach, Florida 33062

ARTICLE VIII – DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be the date the Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 2nd day of March, 2005.


ROBERT LANDSNAES
Registered Agent

3/3/05
Date

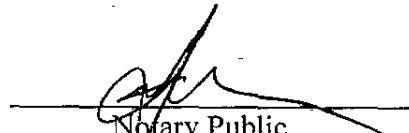
STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, ROBERT LANDSNAES, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 2 day of March, 2005.



Howard E. Enriquez
Commission # DD359519
Expires: NOV. 14, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

My Commission Expires:

**STATE OF FLORIDA
DEPARTMENT OF STATE**

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

The following is submitted in compliance with Chapter 48-091, Florida Statutes:

AUDIO VISUAL MASTERS, INC.


A corporation organized (or organizing) under the laws of the State of Florida, with its principal place of business, whose address is 3216 Marine Drive, Suite 2-E, Pompano Beach, Florida 33062.

has named:

ROBERT LANDSNAES
3216 Marine Drive, Suite 2-E
Pompano Beach, Florida 33062

as its agent to accept service of process within the State of Florida.


IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 3 day of March, 2005.


ROBERT LANDSNAES
Secretary

3/03/05
Date

**ACCEPTANCE OF REGISTERED AGENT:
AUDIO VISUAL MASTERS, INC.**

I, ROBERT LANDSNAES whose address is 3216 Marine Drive, Suite 2-E, Pompano Beach, Florida 33062, agree as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


ROBERT LANDSNAES
Registered Agent

3/3/05
Date

FILED
05 MAR -7 AM 10:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

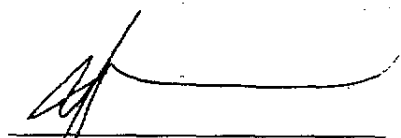
STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, ROBERT LANDSNAES, to me known to be the person described in and who executed and subscribed to the foregoing Acceptance of Registered Agent, and who acknowledged before me that that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida this 3 day of March, 2005.



Howard E. Enrique
Commission # DD359519
Expires: NOV. 14, 2008
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public

My Commission Expires: