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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

audio/video designs group, inc.

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**ARTICLES OF INCORPORATION OF
AUDIO/VIDEO DESIGNS GROUP, INC.**

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 shall be AUDIO/VIDEO DESIGNS GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 11111 SW 9th Place, Davie, Florida 33324.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of Capital Stock with a par value of \$1.00 per shares.

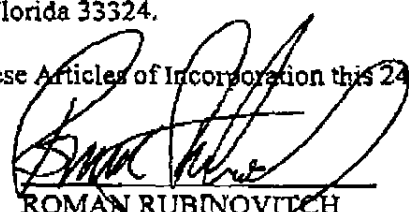
ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent Roman Rubinovitch, 11111 SW 9th Place, Davie, Florida 33324.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Roman Rubinovitch, 11111 SW 9th Place, Davie, Florida 33324.

The undersigned has executed these Articles of Incorporation this 24th day of May, 2005.


ROMAN RUBINOVITCH
Incorporator

Prepared by:
Richard Paul Birkenwald, Esq
Florida Bar Number: 621780
17101 N.E. 19th Avenue, Suite 301
North Miami Beach, FL 33162
(305) 944-3335

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporations, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is AUDIO/VIDEO DESIGNS GROUP, INC.
2. The name and address of the registered agent and office is Roman Rubinovitch, 11111 SW 9th Place, Davie, Florida 33324.


ROMAN RUBINOVITCH
Registered Agent

DATE: 05/24/2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


ROMAN RUBINOVITCH
Registered Agent

DATE: 05/24/2005

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