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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

HOME THEATER DESIGN GROUP, INC.

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Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOME THEATER DESIGN GROUP, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME. The name of this corporation and the mailing address of the corporation are:

Home Theater Design Group, Inc.
9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

2. PURPOSE. The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

3. CAPITAL STOCK. This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

4. DURATION. This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT. The mailing address of the initial business office of this corporation is:

9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

and the name of the initial registered agent of this corporation is Timothy A. Fox.

6. INITIAL BOARD OF DIRECTORS AND OFFICERS. This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time

to time by the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation are:

Timothy A. Fox
9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

The initial officers of the corporation will be:

Timothy A. Fox President

Timothy A. Fox Secretary

7. INCORPORATOR. The names and address of the person signing these Articles are:

Timothy A. Fox
9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

8. INDEMNIFICATION. The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

10. BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

11. AMENDMENTS. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation, this 30th day of January, 2008.

Timothy A. Fox

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That HOME THEATER DESIGN GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Sebastian, County of Indian River, State of Florida, has named Timothy A. Fox as its agent to accept service of process within this State.

ACKNOWLEDGMENT OF DESIGNATED AGENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Timothy A. Fox

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