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January 25, 1995

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

3000001398479
-01/31/95--01020--001
*****70.00 *****70.00

RE: Audio Video Concepts, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for the new corporation listed above. I have enclosed my firm's check in the amount of \$70.00 which represents the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
Total Filing Fee	\$ 70.00

Once the above referenced Articles have been filed, please forward to my office in the enclosed self addressed stamped envelope the receipt for the filing of same.

Thank you for your assistance in this matter and if you have any questions, please contact me.

Sincerely,

Walter R. Moon

Walter R. Moon

WRM:ba
Enclosures
audiosec.ltr

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 30 AM 8:09

ARTICLES OF INCORPORATION

OF

AUDIO VIDEO CONCEPTS, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.
NAME

The name of the corporation shall be AUDIO VIDEO CONCEPTS, INC. The address of the principal office and mailing address of this corporation shall be P.O. Box 915201, Longwood, FL 32791-6201.

ARTICLE II.
NATURE AND DURATION OF CORPORATE BUSINESS

The corporation may engage or transact in any or all lawful activity or business permitted under the laws of the United States and the State of Florida or any other state, country, territory or nation.

ARTICLE III.
CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT

The corporation's initial Registered Agent in the State of Florida shall be Walter R. Moon, Esquire, 1218 E. Robinson Street, Orlando, Florida 32801.

ARTICLE V.
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.
PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights.

ARTICLE VII.
INCORPORATOR

The name and address of the initial incorporator of this corporation shall be Andy Palacios, P.O. Box 916201, Longwood, FL 32791-6201.

ARTICLE VIII.
AMENDMENT

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 incorporators, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



ANDY PALACIOS
Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated January 25, 1995.

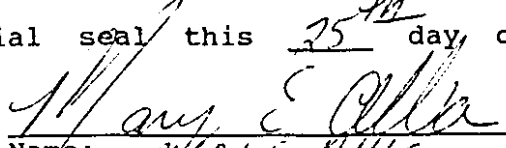


WALTER R. MOON
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county named above personally appeared ANDY PALACIOS to be well known to be the person described as incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

Witness my hand and official seal this 25th day of January, 1995.



Name: MARY E. ALBA
NOTARY PUBLIC
My Commission Expires:

audio.art

