



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 641938 6074A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 14, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 641938

CUSTOMER NO: 6074A

CUSTOMER: John E. Stephens, Jr., Esq
GUSTAFSON STEPHENS FERRIS
FORMAN & KNIGHT

540 Northeast Fourth Street
Fort Lauderdale, FL 33301

800001538078
-07/14/95--01016--024
****122.50 . ****122.50

DOMESTIC FILING

NAME: FLORIDA HOME ENTERTAINMENT
DESIGN, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
95 JUL 14 AM 7:29
SECTION 11, 14, 25
JUL 14 1995
DIVISION OF REVENUE
T. BROWN JUL 17 1995

**ARTICLES OF INCORPORATION
OF
FLORIDA HOME ENTERTAINMENT DESIGN, INC.**

FILED
95 JUL 14 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is FLORIDA HOME ENTERTAINMENT DESIGN, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows:

To engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows: 1000 shares of common stock with a par value of \$1.00 per share. The shares of the corporation shall not be divided into classes.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located at 9220 Bonita Beach Road, S.E., Suite 218, Bonita Springs, Florida 33927, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

The street address of the initial registered office of this corporation is 9220 Bonita Beach Road, S.E., Suite 218, Bonita Springs, Florida 33927, and the name of the initial registered agent of this corporation is Eric Bodley.

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) directors, the exact number of directors to be fixed by the By-Laws of this corporation.

ARTICLE IX

The names and post office addresses of the first Board of Directors of this corporation who shall serve as directors until their successors are elected and have qualified, are as follows:

NAME	TITLE	ADDRESS
Jan Vitrofsky	President/Director	65 Sussex Street Hackensack, N. J. 07601
Eric Bodley	Secretary/Director	P.O. Box 21042 Fort Lauderdale, FL 33335

ARTICLE X

The name and address of the initial incorporators of this corporation are as follows:

NAME	ADDRESS
Jan Vitrofsky	65 Sussex Street Hackensack, N. J. 07601
Eric Bodley	P.O. Box 21042 Fort Lauderdale, FL 33335

ARTICLE XI

Special Provisions for the regulation of this corporation are as follows:

1. The annual meeting of the stockholders and Board of Directors of this corporation shall be held on January 15th.

2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida, without notices, by the written consent of all of the stockholders or Board of Directors, as the case may be.

3. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold more than one (1) office.

4. The Board of Directors of the corporation is expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings or any other items of real or personal

property of value to the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Board of Directors, officers and upon the present and future stockholders of the corporation.

5. The Board of Directors of the corporation is specifically empowered to pass on and fix the compensation of directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporations; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a

meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit or himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XIII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a

party, by reason of being or having been directors or officers, or a director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any law, by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XIV

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, debenture, bond or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation, which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation, at prices, terms and conditions that shall be fixed by the Board of Directors. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XV


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI


JAN VITROFSKY and ERIC BODLEY, the undersigned, being the original subscribers and incorporators of the foregoing

corporation, hereby certifies that the foregoing constitutes the proposed Articles of Incorporation of FLORIDA HOME ENTERTAINMENT DESIGN, INC.

WITNESS my hand and seal this 12 day of July, 1995.



JAN VITROFSKY (SEAL)



ERIC BODLEY (SEAL)

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

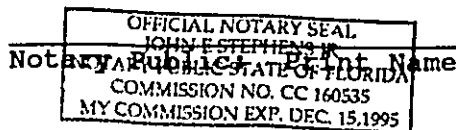
BEFORE ME, the undersigned authority, personally appeared ERIC BODLEY, ^{AND JAN VITROFSKY} to me well known to be the persons described in ~~or who~~ produced N/A as identification and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed and subscribed to the same for the purposes herein expressed and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 12th day of July, 1995.

My Commission Expires:



Notary Public



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

95 JUL 14 AM 7:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

FLORIDA HOME ENTERTAINMENT DESIGN, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named ERIC BODLEY, located at 1216 Mango Isle, Fort Lauderdale, Florida 33315, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Registered Agent