

P95000058225

FILED

95 JUL 27 PM 4:10

Advanced Computer Cables, Inc.
(Requestor's Name)

15907 N.W. 49th Avenue
(Address)

Hialeah, FL 33014
(City, State, Zip) (Phone #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/18/95--01021--011
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-14676
KH 7-20-95

Examiner

[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

ADVANCED COMPUTER CABLES, INC.
15907 N.W. 49TH AVENUE
HIALEAH, FL 33014

SUBJECT: ADVANCED INTERACTIVE SYSTEMS, INC.
Ref. Number: W95000014676

We have received your document for ADVANCED INTERACTIVE SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 595A00034786

ARTICLES OF INCORPORATION
OF

FILED
95 JUL 27 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADVANCED INTERACTIVE SYSTEMS, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
CORPORATION NAME

The name of this Corporation is:

ADVANCED INTERACTIVE SYSTEMS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz.:

(a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities and to carry on any useful business in connection therewith.

(b) To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida or any other State in the

United States or in any foreign country.

(c) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

(d) The main business of the corporation is as follows:

To provide Cable Television Programming and related services to the multi-family apartment and condominium industry.

ARTICLE III CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be:

One Hundred Shares no par value (100)

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the united States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board or Directors.

ARTICLE IV AMOUNT OF CAPITAL TO BEGIN BUSINESS

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE V
CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved, according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be

15905 N.W. 49 AVENUE HIALEAH, FL 33014

with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII
BOARD OF DIRECTORS AND OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kevin C. Knoles	Secretary	11520 N.W. 19 Ct. Pembroke Pines, FL 33026
Brian M. Young	President	221 N.E. 129 St. North Miami, FL 33161

ARTICLE VIII
NAMES AND POST OFFICE ADDRESSES OF
SUBSCRIBERS AND AMOUNT PAID PER SHARE

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>PAID</u>
Kevin C. Knoles	11520 NW 19 Ct. Pembroke Pines, Florida 33026	50 shares no par value	\$250.00
Brian M. Young	221 NE 129 St. North Miami, Florida 33161	50 shares no par value	\$250.00

ARTICLE IX
SPECIAL CHARTER PROVISIONS

The number of Directors of the corporation, who need not be stockholders, may not be less than three (3) and may be increased to not more than nine (9) members as may be provided by the By-Laws. In case of vacancy in the Board of Directors, through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by Statue, the Board of Directors is expressly authorized:

(a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.

(b) If the By-Laws so provide, to designate by resolution two (2) or more of their number to constitute and Executive Committee, which shall have and may exercise any or all of the powers of the Board of Directors in the management of the business affairs and property of the

corporation during the intervals between the meetings or the Board of Directors, so far as may be permitted by law.

(c) From time to time, to determine whether and to what extent and at which time and place and under what conditions and regulations the accurate accounts and books of the corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or directors.

(d) The corporation may at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporation or corporations, or for such other transactions as its Board of Directors may deem expedient and for the best interests of the corporation when and as authorized by the affirmative vote of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding given at Stockholders' Meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

(e) Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer or are Directors or Officers of such other corporation, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Directors or Director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increased issue of stock, the stockholders shall have the pro rata preferential right to subscribe therefor at such price and on such terms as the Board of Directors may, in each instance, fix.

(h) None of the Stockholder's shares can be sold, pledged, or encumbered by any of the individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the ten market value, by giving the other Stockholders notice in writing or intention to sell, after which the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the event of acceptance, a closing date and place shall be fixed within ten (10) days after acceptance for the transfer of the selling Stockholder's stock and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens, encumbrances or restrictions.

Nothing herein contained shall restrict the free transfer of the shares of stock of any shareholders to and from the respective spouses.

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

VICTORIA KNOLES
15905 N.W. 49 AVENUE
HIALEAH, FLORIDA 33014

5 542. 503. 57. 408. 5

(SEAL)

KEVIN C. KNOLES
BRIAN M. YOUNG

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WILMA L. WILSON
MY COMMISSION # CC321212 EXPIRES
November 5, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

July 24, 1995

FILED

95 JUL 27 PM 4 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for Advanced Interactive Systems, Inc.

Victoria Knoles

Victoria Knoles