

SENT BY:

1-10-96 : 11:22 :

GEIGER KASDIN

1/10/96

1/10/96

FLORIDA DIVISION OF CORPORATIONS

10:54 AM

((H96000000464)) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 311-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000000464))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HOME THEATER INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000000464

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1996

TIME REQUESTED: 10:54:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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1/10/96

FLORIDA DIVISION OF CORPORATIONS

10:54 AM

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RECEIVED

FILED
96 JAN 10 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

1-10-06 : 11:23 :

GEIGER KASDIN ~

1# 2/ 5

FA#: H96-464

**ARTICLES OF INCORPORATION OF
HOME THEATER INTERNATIONAL, INC.**

FILED
96 JAN 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is HOME THEATER INTERNATIONAL, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 8103 N.W. 33rd Street, Miami, Florida 33122.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA#: H96-464

FA#: H96-464

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the Initial Registered Agent of this Corporation at that address is KETH J. BLUM, ESQ.

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

KEITH J. BLUM

**1428 Brickell Avenue, 6th Floor
Miami, Florida 33131**

ARTICLE VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

SENT BY:

1-10-96 : 11:23 :

GEIGER KASDIN -

1# 4/ 5

FA#: H96-464

ARTICLE X
OFFICERS

The following shall be the officers of the Corporation:

President - ANDREW BOGLE

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of JANUARY, 1996.



KEITH A. BLUM

SENT BY:

1-10-00 : 11:23 :

GEIGER KASDIN -

5/ 5

FA#: H96-464

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT HOME THEATER INTERNATIONAL, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED KEITH J. BLUM,
ESQ., LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY,
FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



KEITH J. BLUM

Incorporator
TITLE

01/01/96

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



KEITH J. BLUM, ESQ.

FILED
06 JAN 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H96-464

SENT BY:

P96000003207

9/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:39 PM

((H96000013002 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000

ACCT#: 076030000723

FAX #: (305) 372-0052

NAME: HOME THEATER INTERNATIONAL, INC.

AUDIT NUMBER.....H96000013002

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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56 SEP 18 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

0-17-00 : 4:45PM :

GEIGER KASDIN -

2/ 2

FA#: H96-13002

**ARTICLES OF AMENDMENT
OF
HOME THEATER INTERNATIONAL, INC.**

The following amendment was adopted by the Board of Directors of this corporation on September 17, 1996. The Shareholders unanimously approved this amendment on September 17, 1996.

ADMENDTMENT I

Article X shall be deleted and replaced with the following:


ARTICLE X

The following are the officers of the Corporation:

President	-	ANDREW BOGLE 8103 N.W. 33rd STREET MIAMI, FLORIDA 33122
Vice - President	-	ROBIN BOGLE 8103 N.W. 33rd STREET MIAMI, FLORIDA 33122
Secretary/Treasurer	-	NANCY FABIAN 8103 N.W. 33rd STREET MIAMI, FLORIDA 33122

FILED
96 SEP 18 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 17th day of September, 1996.


ROBIN BOGLE, Vice - President/Director

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA#: H96-13002

J:\WORK\ESTHER\CORP\HOME.AOA

P96000003208
MARK J. WOLFF
Attorney at Law

Reply to: X
St. Thomas University School of Law
16400 N.W. 32nd Avenue
Miami, FL 33054
305-623-2399
Fax: 305-623-2390

Reply to: _____
Professor Mark J. Wolff
115 W. Sunrise Avenue
Coral Gables, FL 33133
305-623-2399
Islamorada Fax: 305-664-8735

December 20, 1995

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

800001682528
-01/09/96--01061--029
****122.50 ****122.50

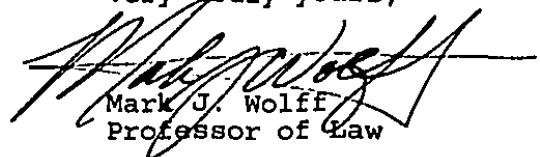
SUBJECT: CARLTON & DONOVAN, INC.

DEAR SECRETARY:

Enclosed please find an original and one (1) copy of the articles of incorporation for Carlton & Donovan, Inc. and a check for \$122.50, the required filing fee and a certified copy. Thank you for your attention.

Very truly yours,

JAN 10 1996 BSB


Mark J. Wolff
Professor of Law

FILED
96 JAN -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
CARLTON & DONOVAN INC.

FILED
96 JAN -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

CARLTON & DONOVAN INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum number of share of stock that this Corporation is initially authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of one dollar (\$1.00) per share. The Board of Directors shall set forth the relative rights of the common stock. The Board of Directors shall also have the authority, as provided by its Bylaws adopted by the stockholders, to increase or decrease both the relative rights of the stock as well as the maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Agent of this Corporation in the State of Florida shall be:

MARK J. WOLFF
115 W. SUNRISE AVE.
CORAL GABLES, FL 33133

The Board of Directors from time to time may change the Registered Agent to any other person or address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have no less than three (3) Directors. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than three (3) and no more than ten (10). The initial directors are:

JAMES A. DONOVAN
3978 LAKE MIRA DRIVE
ORLANDO, FL 32817

WILLIAM L. CARLTON
405 NORTH WABASH STREET, APT 3904
CHICAGO, IL 60611

RAY HEINE
803 JAMESTOWN DRIVE
WINTER PARK, FL 32792

ARTICLE VII. PRINCIPAL PLACE OF BUSINESS.

The initial principal place of business of this Corporation is:

CARLTON & DONOVAN, INC.
101 FEDERAL STREET **Suite 1900**
BOSTON, MA 02110

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

JAMES A. DONOVAN
3978 LAKE MIRA DRIVE
ORLANDO, FL 32817

WILLIAM L. CARLTON
405 NORTH WABASH STREET, APT 3904
CHICAGO, IL 60611

ARTICLE IX. AMENDMENT.

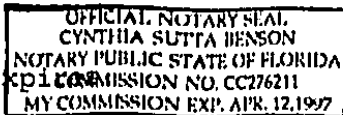
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and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

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation on 1/4, 1995.

James A. Donovan
Incorporator
JAMES A. DONOVAN
3978 LAKE MIRA DRIVE
ORLANDO, FL 32817

STATE OF FLORIDA)
) ss
COUNTY OF Orange)

BEFORE ME, a Notary Public, personally appeared JAMES A. DONOVAN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 1/4, 1995.

My Commission Expires  Cynthia Sutta Benson
Notary Public

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 1/4, 1995.

William L. Carlton
Incorporator
WILLIAM L. CARLTON
405 NORTH WABASH suite 3904
CHICAGO, IL 60611

STATE OF Massachusetts
COUNTY OF Barnstable) ss

BEFORE ME, a Notary Public, personally appeared WILLIAM L. CARLTON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 12.30, 1995.

My Commission Expires:

Deena A. Honsauer
Notary Public
MY COMMISSION EXPIRES DECEMBER 23, 1999

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

CARLTON & DONOVAN, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY
OF BOSTON, STATE OF MASSACHUSETTS,
(CITY) (STATE)

HAS NAMED MARK J. WOLFF, LOCATED AT
(NAME OF REGISTERED AGENT)

115 W. SUNRISE AVENUE, CORAL GABLES, FL 33133,
(STREET ADDRESS AND NAME OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTED)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

MARK J. WOLFF
Registered Agent

DATE: December 20, 1995

FILED
96 JAN -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA