

P96000020992

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/5		
TIME	10:30		CK No. _____
BY	DD		

WALK-IN
 Will Pick Up _____

RE: Hill Audio **FILED** No. 52504

96 MAR -6 PM 12:59

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

_____ Capital Express™		
_____ Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
_____ Cert. Copy(s)		
_____ Photo		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S -		
_____ Filitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		

800981-732798

-03/05/96--01039--037

*****70.00 *****70.00

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

HILL AUDIO VISUAL, INC.

ARTICLE I - NAME

The name of this corporation is HILL AUDIO VISUAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3685 Investment Lane, Suite 3, Riviera Beach, Florida 33404.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11911 U. S. Highway 1, Suite 201, North Palm Beach, Florida 33408, and the name of the initial registered agent of this corporation at that address is Margaret Fanjul Montalvo.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

Thomas F. Hill
3685 Investment Lane
Suite 3
Riviera Beach, Florida 33404

ARTICLE VII - INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the Incorporator signing these articles is:

Thomas F. Hill
3685 Investment Lane
Suite 3
Riviera Beach, Florida 33404

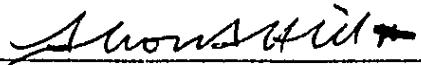
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Office or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23 day of February, 1996.


THOMAS F. HILL, Incorporator

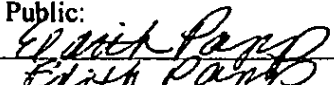
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of February, 1996, by THOMAS F. HILL, who ☒ is personally known to me ☐ has produced _____ as identification and who did take an oath.



EDITH PAPP
COMMISSION # CC 379836
EXPIRES JUN 6, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public:

Sign 
Print Edith Papp

State of Florida at large

My Commission Expires: June 6, 1998

FILED

96 MAR -6 PM 12:59

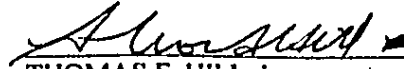
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

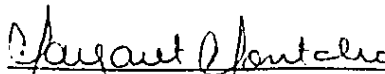
1. The name of the corporation is Hill Audio Visual, Inc.
2. The name and address of the registered agent and office is:

MARGARET FANJUL MONTALVO
11911 U.S. Highway 1
Suite 201
North Palm Beach, FL 33408


THOMAS F. HILL, Incorporator

Date: 2/23/96

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MARGARET FANJUL MONTALVO, Registered Agent

Date: 2/23/96