P96000020492

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

Nº 52504

RE: Hill Aud... FILED

96 MAR -6 PM 12:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 $ ____

	St. Fee	Disbursed
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-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit	800001732708	
Vehicle Search	-03/05/96--01039--037	
Driving Record	*****70.00	*****70.00
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.		
SUBTOTALS		

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

96 MAR -5

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

WALK-IN
Will Pick Up ____

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

FILED
96 MAR -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 Hill
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.

Notary Public:
Sign Edith Papp
Print Edith Papp
State of Florida at large
My Commission Expires: June 6, 1998

NOTARY PUBLIC STATE OF FLORIDA
EDITH PAPP
COMMISSION # CC 379836
EXPIRES JUN 6,1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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 Montalvo

MARGARET FANJUL MONTALVO, Registered Agent

Date: 2\23\96