

P96000039377

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO  
A PROFESSIONAL ASSOCIATION

MIAMI OFFICE  
TERREMARK CENTRE  
19TH FLOOR  
2601 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33133-3460

TELEPHONE (305) 854-3900  
BROWARD (305) 523-6653  
TELECOPIER (305) 857-0857

STEVEN J. BRODIE  
Extension 1318  
PLEASE REPLY TO: MIAMI OFFICE

BOCA RATON OFFICE  
LAKE WYMAN PLAZA  
SUITE 455  
2424 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 393-0407  
TELECOPIER (407) 394-0371

April 30, 1996

DIVISION OF CORPORATIONS  
P.O.Box 6327  
Tallahassee, Florida 32314

TELEPHONE 1-800-527-7777  
-05/02/96-01071-011  
\*\*\*\$122.50 \*\*\*\$122.50

Re: VIP Sales of Florida, Inc.

Gentlemen:

EFFECTIVE DATE  
4-29-96

Please be advised that our firm represents Mr. Paul Lowenthal. On his behalf we have prepared and enclose herewith the following:

1. Original and one copy of the Articles of Incorporation of the above-captioned entity. Also enclosed is a copy of the letter Mr. Lowenthal received from your office reserving said corporate name.
2. Our check, in the sum of \$122.50, payable to the Secretary of State, representing the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00

\$122.50

Please certify and return to the undersigned the enclosed copy of the Articles of Incorporation. I have enclosed a stamped, self-addressed envelope for this purpose.

MAY 8 1996

BSB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 29, 1996

PAUL LOWENTHAL  
SOUTHERN AUDIO VISUAL  
1550 NORTHWEST 79TH AVENUE  
MIAMI, FL. 33126

The name VIP SALES OF FLORIDA, INC. has been reserved for 120 days beginning February 29, 1996. The reservation number is R96000001079 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

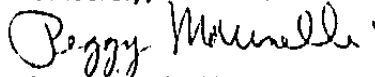
Letter number: 096A00008987

April 30, 1996

Page 2

Thank you in advance for your usual courtesy.

Sincerely,

A handwritten signature in cursive script that reads "Peggy Marinelli".

Peggy Marinelli, Legal Assistant to  
Steven J. Brodie

/pm

Encs.

ARTICLES OF INCORPORATION  
OF  
VIP SALES OF FLORIDA, INC.

The undersigned, acting as Incorporator of VIP SALES OF FLORIDA, INC. under the  
Florida Business Corporation Act, adopts the following Articles of Incorporation.

96 MAY 2 11 24  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE

4-29-96

The name of the Corporation is: VIP SALES OF FLORIDA, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on April 29, 1996.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

1550 N.W. 79th Avenue  
Miami, Florida 33126

## **ARTICLE VI**

### **AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Paul Lowenthal	1550 NW 79th Avenue Miami, Fl. 33126
David Brodie	1550 NW 79th Avenue Miami, Fl. 33126
Anita Klein	1550 NW 79th Avenue Miami, Fl. 33126

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator is:

\_\_\_\_\_  
Name

STEVEN J. BRODIE

\_\_\_\_\_  
Address

c/o Cohen, Berke, Bernstein,  
Brodie, Kondell & Laszlo, P.A.  
2601 So. Bayshore Drive  
19th Floor  
Miami, Florida 33133

**ARTICLE X**  
**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of April, 1996.

  
STEVEN J. BRODIE, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for **VIP SALES OF FLORIDA, INC.** in the foregoing Articles of Incorporation, I, on behalf of **COBER Corporate Agents, Inc.**, a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By *Karen P. Kondell*  
**KAREN P. KONDELL, Treasurer**

**FILED**  
95 MAY -2 PM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA