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LAW OFFICE
DUNCAN & TARDIF, P. A.
MAX FORTNEY PROFESSIONAL BUILDING
SUITE 101, 1001 JACKSON FOREST
PORT OFFICE BOX 240
FORT MYERS, FLORIDA 33902-0240

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW B. EPSTEIN

TELEPHONE (841) 334-4574
FAX (841) 334-3378

June 27, 1996

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

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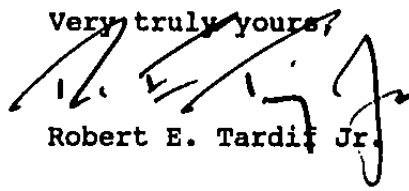
RE: Audio/Video Technology, Inc.

Dear Clerk:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation together with a designation and acceptance by the registered agent. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Thank you in advance for your assistance. If you have any questions, please feel free to contact me.

Very truly yours,



Robert E. Tardif Jr.

RET/blk
Enclosures

FILED
96 JUN 28 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-29-96
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ARTICLES OF INCORPORATION
OF
AUDIO/VIDEO TECHNOLOGY, INC.

FILED
96 JUN 28 PM 8 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: AUDIO/VIDEO TECHNOLOGY, INC.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the principal office and the initial Registered Office and the mailing address of the corporation is 8250 College Parkway, Suite 202-B, Fort Myers, Florida 33919, and the name of its initial Registered Agent at that address is Damon Lamont.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

DAMON LAMONT
325 S.E. 30th Street
Cape Coral, Florida 33904

ARTICLE VII

Incorporators: The name and addresses of the Incorporators are as follows:

DAMON LAMONT
325 S.E. 30th Street
Cape Coral, Florida 33904

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing the Articles of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

~~Amendment 1~~ The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 17th day of June, 1996.


DAMON LAMONT
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

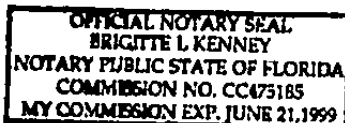
BEFORE ME personally appeared DAMON LAMONT, who produced a Florida Driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of June, 1996


Notary Public
Printed Name:

My commission expires:

BRIGITTE L. KENNEY



**ACCEPTANCE BY REGISTERED
AGENT FOR AUDIO/VIDEO TECHNOLOGY, INC.**

The undersigned is familiar with and hereby accepts the appointment of Registered Agent of AUDIO/VIDEO TECHNOLOGY, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 27th day of June, 1996.


DAMON LAMONT
Registered Agent

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96 JUN 28 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA