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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -2 PM 1:19

ORDER DATE : July 2, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 007635

CUSTOMER NO: 9632A

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CUSTOMER: Charles Dayhoff, Esq
CHARLES S. DAYHOFF, III, ESQ

Suite 150
3830 Tampa Road
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: AMERICAN VIDEO ACCESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

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7/2/96

RECEIVED
95 JUL -2 AM 11:13
DIVISION OF CORPORATIONS

96 JUL -2 PM 1:19

ARTICLES OF INCORPORATION
OF
AMERICAN VIDEO ACCESS, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **AMERICAN VIDEO ACCESS, INC.**
2. **Principal Office/Mailing Address.** The principal office of the corporation is 1005 Old Mill Pond Road, Palm Harbor, Florida 34683. The mailing address of the corporation is 1005 Old Mill Pond Road, Palm Harbor, Florida 34683.
3. **Duration.** The period of its duration shall be perpetual.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III
3830 Tampa Road, Suite 150
Palm Harbor, Florida 34684

7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. CLELAND	1005 Old Mill Pond Road Palm Harbor, FL 34683
GARY A. BOSSHART	13 Crosskey Irvine, CA 92720

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. CLELAND	1005 Old Mill Pond Road Palm Harbor, FL 34683

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

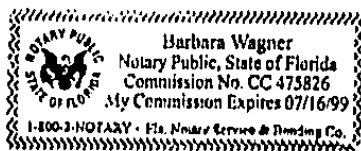

WILLIAM J. CLELAND
INCORPORATOR



CHARLES S. DAYHOFF, III
REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of July, 1996, by WILLIAM J. CLELAND, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.



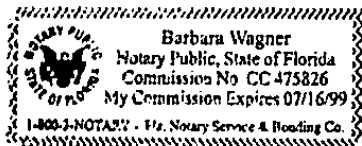

BARBARA WAGNER
Notary Public
State of Florida

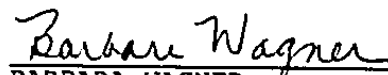
My Commission Expires:

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of July, 1996, by CHARLES S. DAYHOFF III, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.




BARBARA WAGNER
Notary Public
State of Florida

My Commission Expires:

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

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That AMERICAN VIDEO ACCESS, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Harbor, State of Florida, has named CHARLES S. DAYHOFF, III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: July 1, 1996

AMERICAN VIDEO ACCESS, INC.,
a Florida corporation

By: 
William J. Cleland, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 1, 1996


CHARLES S. DAYHOFF III
REGISTERED AGENT