

PA6000102283

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 \$ _____

RE: Superior Audio
Visual of Florida Inc.

C.C. FEE. DISBURSED

☐ Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☒ Foreign Corp. File _____
☐ () Cert. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S- _____
☐ Fictitious Name File _____

☐ Name Reservation 900002032569--2
-12/19/96--01030--018
☐ Annual Report/Reinstatement ***350.00 ***122.50
☐ 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. _____

SUBTOTALS _____

96 DEC 19 AM 10:20
 RECEIVED
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

same people have PA-6029

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME 12:00 CK No. _____
 BY _____

WALK-IN 12/19 12:00
 Will Pick Up 12/19

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

SUPERIOR AUDIO VISUAL OF FLORIDA, INC.

FILED
96 DEC 19 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is SUPERIOR AUDIO VISUAL OF FLORIDA, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 4201 Oak Circle, Boca Raton, FL. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 3.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors and officers are as follows:

Stephen J. Pettipas
4201 Oak Circle
Boca Raton, FL

President and Director

Thomas Molinare
4201 Oak Circle
Boca Raton, FL

Vice President and Director

Michael Mayer
4201 Oak Circle
Boca Raton, FL

Secretary and Director

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman
8th Floor
1428 Brickell Avenue
Miami, FL 33131

ARTICLE X

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against

any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

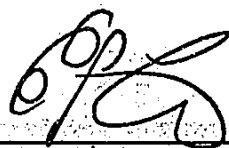
ARTICLE XIII

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on December 18, 1996.

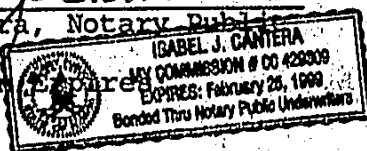


Eric P. Littman, Subscriber

Subscribed and Sworn on December 18, 1996
Before me:

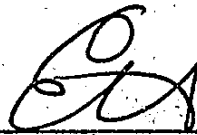

Isabel Cantera, Notary Public

My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for SUPERIOR
AUDIO VISUAL OF FLORIDA, INC. the place designated in the Articles
of Incorporation, the undersigned is familiar with and accepts the
obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman

FILED
96 DEC 19 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA