

12/23/96

FLORIDA DIVISION OF CORPORATIONS  
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((H96000017949 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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NAME: AUDIO VIDEO INTERNATIONAL, INC.  
AUDIT NUMBER.....H96000017949  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
AUDIO VIDEO INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is AUDIO VIDEO INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3487 NE  
163 STREET NORTH MIAMI BEACH, FLORIDA 33160-4426.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of  
these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which  
shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3487 NE 163 STREET  
NORTH MIAMI BEACH, FLORIDA 33160-4426 and the name of the initial registered agent  
of this corporation at that address is DAVID WELCH.

Prepared By:  
Kim Marks, CPA  
11900 Biscayne Blvd. # 290  
N. Miami Bch., FL 33181  
(305) 895-5815

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**ARTICLE VII - INCORPORATORS**

The name and address of each person signing these Articles is:

NAME ADDRESS

DAVID WELCH 3487 NE 163 STREET  
NORTH MIAMI BEACH FLORIDA 33160-4426

DANA WELCH 3487 NE 163 STREET  
NORTH MIAMI BEACH FLORIDA 33160-4426

**ARTICLE VIII - OFFICERS**

DANA WELCH PRESIDENT/SECRETARY

DAVID WELCH VICE PRESIDENT/TREASURER

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this December 23, 1996.

*[Signature]* V.P.  
Signature/Title

*[Signature]* Pres.  
Signature/Title

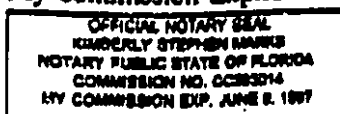
STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID WELCH, DANA WELCH, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this December 23, 1996.

*[Signature]*  
Notary Public, State of Florida at Large

My commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT AUDIO VIDEO INTERNATIONAL, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA 33160-4426, HAS NAMED DAVID WELCH, LOCATED AT 3487 NE 163 STREET, STATE OF FLORIDA 33160-4426, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE DAVID WELCH  
(Corporate Officer)

TITLE Vice President

DATE 12/23/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE DAVID WELCH  
(Resident Agent)

DATE 12/23/96

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