

P9700004658

HOWARD R. WOMELDORPH, JR., CPA
6489 PARKLAND DRIVE
SARASOTA, FLORIDA 34243

City/State/Zip

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Audio Video Designs, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

97 JAN 16 PM 12:15

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

HOWARD R. WONELDORPH, JR. CPA
6489 PARKLAND DRIVE
SARASOTA, FL 34243

SUBJECT: AUDIO VIDEO DESIGNS, INC.
Ref. Number: W96000019180

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Loria Poole
Corporate Specialist

Letter Number: 496A00042417

FILED
97 JAN 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
AV DESIGNS, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

AV DESIGNS, INC.

The principal address of the corporation is:

6489 Parkland Drive

Sarasota, Florida 34243

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6489 Parkland Drive, Sarasota, Florida 34243 and the name of the initial registered agent is ORVILLE ANDREWS.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be:

HOWARD R. WOMELDORPH, JR.

Address: 6489 Parkland Drive

Sarasota, Florida 34243

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATION

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

HOWARD R. WOMELDORPH, JR.

6489 Parkland Drive

Sarasota, Florida 34243

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

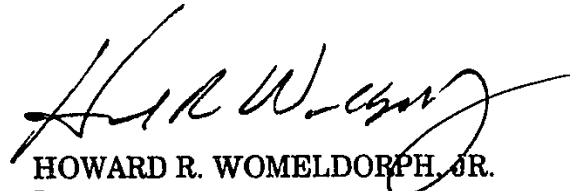
ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of filing these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, 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 10th day of January, 1997.


HOWARD R. WOMELDORPH, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 10th day of January, 1997, before me, an officer duly authorized and acting, personally appeared HOWARD R. WOMELDORPH, JR., to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this day and year listed above written.


Notary Public
My commission expires:



LOIS JEAN WALTERS
COMMISSION # CC 488668
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That AV DESIGNS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at city of Sarasota, County of Manatee, State of Florida has named ORVILLE ANDREWS located at 6489 Parkland Drive, City of Sarasota, County of Manatee, State of Florida, as its agent to accept service process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Orville Andrews*
Registered Agent
ORVILLE ANDREWS

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 10th day of January, 1997, before me, an officer duly authorized and acting, personally appeared ORVILLE ANDREWS, to me known to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last aforementioned.

Lois J. Walters

Notary Public
My commission expires:



LOIS JEAN WALTERS
COMMISSION # CC 488668
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 JAN 16 PM 4:00
TALLAHASSEE
SECRETARY OF STATE