



THE UNITED STATES  
CORPORATION  
COMPANY

P97000025584

ACCOUNT NO. : 072100000032

REFERENCE : 300770 80360A

AUTHORIZATION :

Patricia Pizguet

COST LIMIT : \$ 122.50

ORDER DATE : March 20, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 300770-005

600002120496--5

CUSTOMER NO: 80360A

CUSTOMER: J. Michael Lindell, Esq  
HAYES & LINDELL PA

Suite 620 Blackstone Building  
233 East Bay Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: IMMEDIATE AUDIO VISUAL  
SOLUTIONS, 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: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 20 AM 11:46  
STATE  
TALLAHASSEE, FLORIDA

K.R. MAR 21 1997

ARTICLES OF INCORPORATION  
OF  
IMMEDIATE AUDIO VISUAL SOLUTIONS, INC.

97 MAR 20 AM 11:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Immediate Audio Visual Solutions, Inc. The corporation's initial principal office and mailing address are located at 500 Park Street, Suite 100, Jacksonville, Florida 32204.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing upon the filing of these Articles of Incorporation.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is J. Michael Lindell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

NAME

ADDRESS

Walter E. Ware, Sr.

522 Park Street  
Jacksonville FL 32204

Mark M. Ware

500 Park Street, Suite 100  
Jacksonville FL 32204

Deboria S. Davis

522 Park Street  
Jacksonville FL 32204

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

NAME

ADDRESS

J. Michael Lindell

233 E. Bay Street, Suite 620  
Jacksonville FL 32202

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

NAME

ADDRESS

Walter E. Ware, Sr.

1131 Forest Street  
Jacksonville FL 32204

Mark M. Ware

500 Park Street, Suite 100  
Jacksonville FL 32204

Deboria S. Davis

1131 Forest Street  
Jacksonville FL 32204

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

NAME

ADDRESS

J. Michael Lindell

233 E. Bay Street, Suite 620  
Jacksonville FL 32202

ARTICLE VIII

AMENDMENTS

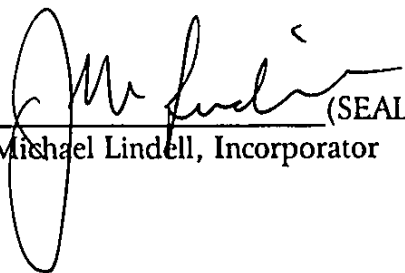
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE IX

### PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 19th day of March, 1997.

 (SEAL)  
J. Michael Lindell, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this the 19th day of March, 1997, by J. Michael Lindell, who is personally known to me and who did take an oath.

*Nancy J. Loznicka*

Notary Public

My Commission Expires: \_\_\_\_\_



NANCY J. LOZNICKA  
MY COMMISSION # CC473056 EXPIRES  
JUNE 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

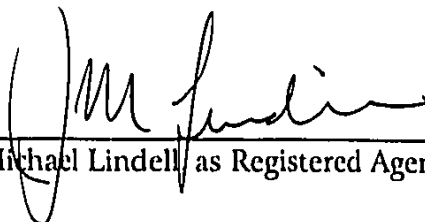
Ware\Immediat\Articles

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Immediate Audio  
Visual Solutions, Inc., desiring to organize under the laws of the State of Florida with  
its initial principal office, as indicated in its articles of incorporation, being located at  
500 Park Street, Suite 100, Jacksonville, Florida 32204, has designated J. Michael  
Lindell as its initial registered agent to accept service of process within this state, and  
has designated as its initial registered office the following address: 233 East Bay  
Street, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned,  
having been designated as the initial Registered Agent for the service of process  
within the State of Florida upon Immediate Audio Visual Solutions, Inc., a  
corporation organized under the laws of the State of Florida, does hereby accept the  
appointment as such Registered Agent for the above-named corporation, and does  
hereby agree to comply with the provisions of Section 48.091(2) relative to keeping  
open the Registered Office of said corporation, which Registered Office is located at  
233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my  
hand and seal at Jacksonville, Duval County, Florida, on this 19th day of March,  
1997.

  
J. Michael Lindell as Registered Agent