

P970000 38543

Requestor's Name

JACQUES S. FLEISCHER
790 N.W. 18TH STREET
HOMESTEAD, FLORIDA 33030

300002156973--3
-04/28/97--01106--004
****122.50 ****122.50
Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
97 APR 28 PM 2:25
TALLAHASSEE, FLORIDA

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

P. 0-1000 APR 30 1997

ARTICLES OF INCORPORATION
FOR
AUDIO VIDEO CONNECTION, INC.

The Undersigned does hereby make, subscribe, acknowledge and file these Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

AUDIO VIDEO CONNECTION, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

This corporation is organized for the following purposes:

1. To own, hold, rent, lease, manage, install, distribute, buy, sell and otherwise deal in electronic equipment, wiring, antennas, distribution systems, satellite systems, cable systems, data transfer systems; and in general to have and exercise all powers, rights and privileges necessary and incident to carry out properly the object above mentioned.

2. To guarantee, to acquire by purchase, subscription, or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other State or government, domestic or foreign; and while the owner of any such bonds, stocks, securities or evidences of indebtedness, to exercise all the rights,

FILED
97 APR 28 PM 2:25
TALLAHASSEE, FLORIDA

powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner at any time owned, held or guaranteed, and to do all other obligations; and to do all or any such acts or things designed to accomplish any such purpose.

c. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

d. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, association, state governments or other bodies.

e. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at the specified time or times, or payable upon the happening of a specified event or events secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same

by mortgage or mortgages, or deed or deeds of trust or pledge or other lien upon any or all of the property, rights, privileges, or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured and unsecured the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

g. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

h. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions, and dependencies of the United States and in foreign countries, without restriction as to place or amount.

i. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

ARTICLE IV

The capital stock of this corporation shall consist of Ten Thousand (10,000) shares of common stock at One Dollar (\$1.00) per share par value.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

The street address of the initial principal office of the corporation is 790 NW 18th Street, Dade County, Florida 33030, and the name of its registered agent is JACQUES S. FLEISCHER, located at 790 NW 18th Street, Homestead, Dade County, Florida 33030.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

JACQUES S. FLEISCHER	790 NW 18TH STREET
	HOMESTEAD, FL 33030

ARTICLE VIII

The initial officers of this corporation shall be as follows:

JACQUES S. FLEISCHER	790 NW 18TH STREET
	HOMESTEAD, FL 33030

ARTICLE IX

The name and address of the person executing these Articles of Incorporation is:

JACQUES S. FLEISCHER

790 NW 18TH STREET

HOMESTEAD, FL 33030

ARTICLE X

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

STOCK

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which he agrees to take are as follows:

JACQUES S. FLEISCHER 790 NW 18TH STREET 10,000 SHARES
HOMESTEAD, FL 33030

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting and regulating the power of the corporation, its stockholders and directors are hereby adopted as part of these Articles of Incorporation.

a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the account and books of the corporation or any of them, shall be open to

the inspection of the stockholders and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorization by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own or hold common stock in the corporation as precedent to holding an office in this corporation.

c. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

d. Preemptive Rights: When the Board of Directors so determine to increase the common stock authorization to be issued pursuant to these Articles of Incorporation, and any further increase of same, or any portion thereof, said stock shall first be offered, at par, pro rata to the common stockholders in relation to their present holdings who may desire to subscribe for such stock.

ARTICLE XIII

Special meetings of shareholders may be called as set forth in the By-Laws of this corporation.

ARTICLE XIV

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

IN WITNESS WHEREOF, the undersigned subscriber as executed these Articles of Incorporation this 25th day of April, 1997

Jacques S. Fleischer
Jacques S. Fleischer FDL

F426-437-44-329/001

COUNTY OF DADE)

STATE OF FLORIDA)

BEFORE ME, a Notary Public in and for said County and State, personally appeared JACQUES S. FLEISCHER, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and seal this 25 day of April, 1997

Martley Houghton-James
Notary Public



Martley Houghton-James
MY COMMISSION # CC616433 EXPIRES
January 27, 2001
BONDED THRU TROY FARM INSURANCE, INC.

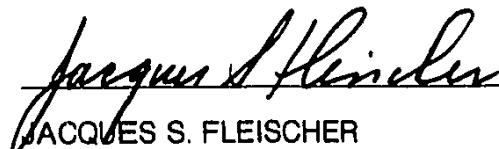
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First--That Audio Video Connection, 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 Homestead, County of Dade, State of Florida has named JACQUES S.
FLEISCHER located at 790 NW 18th Street, City of Homestead, County of Dade, State
of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.


JACQUES S. FLEISCHER

REGISTERED AGENT

FILED
97 APR 28 PM 2:25
TALLAHASSEE, FLORIDA