

5/29/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICAN AUTO VIDEO, INC.

AUDIT NUMBER.....H97000008832

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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3513



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 29, 1997

EMPIRE CORPORATE KIT

SUBJECT: AMERICAN AUDIO VIDEO INC.  
REF: W97000012604

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

You must list one registered agent in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: H97000008832  
Letter Number: 497A00029238

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ARTICLES OF INCORPORATION

④

AMERICAN AUDIO VIDEO INC.  
(name of corporation)

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

97 MAY 20 AM 8:36

MAILED 1015 FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AMERICAN AUDIO VIDEO INC.ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares (10,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JASON W. RUSHLOW</u>		
ADDRESS	<u>6631 N.W. 33<sup>rd</sup> WAY</u>		
CITY	<u>FT. LAUDERDALE</u>	FLORIDA	ZIP <u>33309</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>AMERICAN AUDIO VIDEO INC.</u>		
ADDRESS	<u>6631 NW 33<sup>rd</sup> Way</u>		
CITY	<u>Fort Lauderdale</u>	FLORIDA	ZIP <u>33309</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors 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). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JASON W. RUSHLOW</u>		
ADDRESS	<u>6631 N.W. 33<sup>rd</sup> Way</u>		
CITY	<u>FT. LAUDERDALE</u>	STATE <u>Florida</u>	ZIP <u>33309</u>
NAME	<u>LETICIA VASQUEZ RUSHLOW</u>		
ADDRESS	<u>6631 N.W. 33<sup>rd</sup> Way</u>		
CITY	<u>FT. LAUDERDALE</u>	STATE <u>FL.</u>	ZIP <u>33309</u>

Southeast Accounting &  
Tax Group, Inc.  
Christine Jacobsen  
926 S.W. 10th Ave.  
Miami, FL 33130  
(305) 854-5785

INCORPORATION, PAGE 1

PAGE 1

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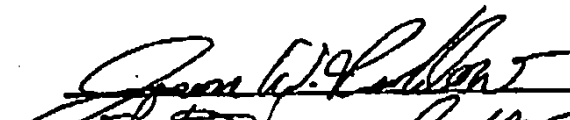
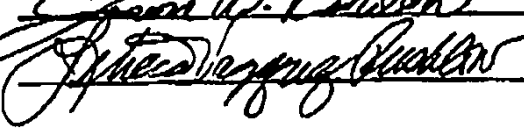
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## ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JASON W. RUSHLOW
ADDRESS	6031 N.W. 33rd Way
CITY	FT. LAUDERDALE
STATE	FLORIDA
ZIP	33309
NAME	LETICIA JACQUEZ RUSHLOW
ADDRESS	6031 N.W. 33rd Way
CITY	FT. LAUDERDALE
STATE	Florida
ZIP	33309
NAME	
ADDRESS	
CITY	
STATE	
ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29 day of MAY, 1997.

 (Seal)  
 (Seal)  
\_\_\_\_ (Seal)

Prepared By:  
Christine Jacobsen  
Southeast Accounting & Tax Group, Inc.  
6418 NW 5th Way  
Fort Lauderdale, FL 33309  
(954) 491-5727

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®  
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**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

FILED

97 MAY 30 AM 8:36

TALLAHASSEE, FLORIDA

AMERICAN AUDIO VIDEO, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 6631 N.W. 33rd Way  
FT. LAUDERDALE, Florida 33309

has named

JASON W. RUSHLOW AND  
LETICIA VASQUEZ RUSHLOW

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Jason W. Rushlow  
(Registered Agent)  
Leticia Vasquez Rushlow  
(REGISTERED AGENT)

Prepared By:  
Christina Jacobsen  
Southeast Accounting & Tax Group, Inc.  
6418 NW 5th Way  
Fort Lauderdale, FL 33309

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