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20810 SW 46 Avenue
Newberry, FL 32669
June 12, 1997

Florida Secretary of State
The Capitol
Tallahassee, FL 32314

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-06/20/97--01030--002
*****73.00 *****73.00

Re: Int'l A-V Marketing, Inc.

Greetings,

Please accept the attached Article of Incorporation for International A-V Marketing, Inc., and the enclosed check for filing. Please return a certified copy to us.

#1076
dd
6/14/97

Sincerely,


Stephen M Duke, Jr

FILED
97 JUN 20 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-6-23-97

97 JUN 20 AM 9:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

International A-V Marketing, Inc.

We, the undersigned, hereby declare the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: International A-V Marketing, Inc.

ARTICLE II

The general nature of the business of this corporation shall be all lawful business activity permitted under the laws of the State of Florida and under the laws of the United States of America, without exception. This corporation may perform any part of its business outside of the State of Florida and in the other states, colonies or territories of the United States of America, and in all foreign countries.

ARTICLE III

The maximum number of shares of stock of the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each, which shares will all be COMMON STOCK.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is 20810 SW 46 Avenue, Newberry, FL 32669.

The initial registered agent is Stephen M Duke Jr, 20810 SW 46 Avenue, Newberry, FL 32669.

Page 2, Articles of Incorporation, International A-V Marketing Inc.

ARTICLE VI

The number of directors shall be not less than one. The names of the initial directors of this corporation are:

Stephen M Duke Jr	20810 SW 46 Avenue Newberry, FL 32669
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ARTICLE VII

The name and address of each subscriber of these Articles of Incorporation, and the number of shares of stock each agrees to take are:

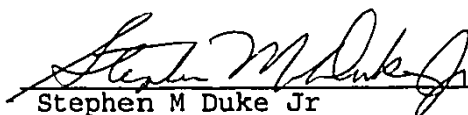
Stephen M Duke Jr	20810 SW 46 Avenue Newberry, FL 32669	100 shares
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ARTICLE VIII

These Articles of Incorporation may be ammended in the manner provided by law. Every ammendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

The By-Laws of this corporation may authorize issuance of both voting and non-voting series of common stock.


Stephen M Duke Jr


FILED
97 JUN 20 AM 9 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF ALACHUA)

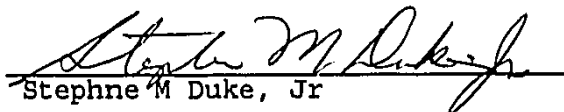
BE IT REMEMBERED, THAT ON THIS DAY before me personally appeared Stephen M Duke, Jr, parties to the foregoing instrument, personally known to me, and acknowledged before me that he freely and voluntarily made, signed and executed the said instrument for the purposes stated therein, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Gainesville, Florida, this 12th day of ~~June~~ 1997.




Notary Public,
State of Florida at Large

I hereby accept appointment as Registered Agent for Int'l A-V Marketing, Inc.


Stephen M Duke, Jr