

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000060742

Audio Video Technologies
of Sandestin, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14 AM 10:50

200002236822--7
-07/14/97--01004--027
****122.50 ****122.50

Signature _____

Requested by: CSB 7-14 904

Name: _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
97 JUL 14 AM 10:50
DIVISION OF CORPORATIONS

RP
7-14-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14 AM 10:50

**ARTICLES OF INCORPORATION
OF
AUDIO VIDEO TECHNOLOGIES OF SANDESTIN, INC.**

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is AUDIO VIDEO TECHNOLOGIES OF SANDESTIN, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32578, and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

John Jay Kropenick
129 Clements St.
Ft. Walton Beach, FL 32548

James M. Murray
P.O. Box 49
Freeport, FL 32439

Gail Murray
P.O. Box 49
Freeport, FL 32439

ARTICLE VII
INITIAL INCORPORATORS

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

John Jay Kropenick
129 Clements St.
Ft. Walton Beach, FL 32548

James M. Murray
P.O. Box 49
Freeport, FL 32439

Gail Murray
P.O. Box 49
Freeport, FL 32439

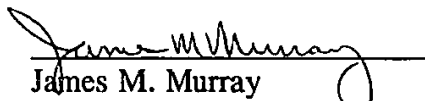
ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS


The principal office address of the Corporation is 129 Clements St., Ft. Walton Beach, FL 32548. The mailing address for the Corporation is 129 Clements St., Ft. Walton Beach, FL 32548.

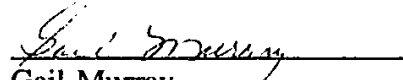
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, have hereunto set their hand and seal on this the 11th day of July, 1997, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


James M. Murray
Incorporator

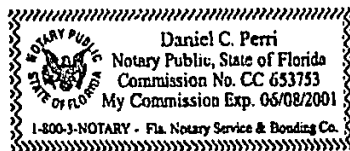

John Jay Kropenick
Incorporator


Gail Murray
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared John Jay Kropenick, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of July, 1997.

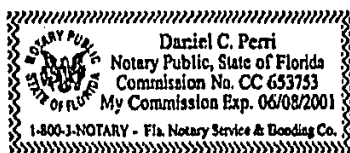




DANIEL C. PERRI
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared James M. Murray, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of July, 1997.

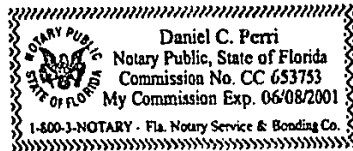



DANIEL C. PERRI
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Gail Murray, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of July, 1997.




DANIEL C. PERRI
NOTARY PUBLIC
My Commission Expires:

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

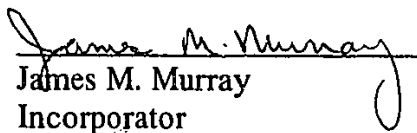
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

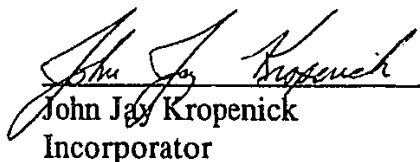
1. The name of the corporation is AUDIO VIDEO TECHNOLOGIES OF SANDESTIN, INC.

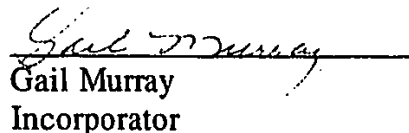
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.

3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: July 11, 1997.


James M. Murray
Incorporator


John Jay Kropenick
Incorporator


Gail Murray
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 11, 1997.


DANIEL C. PERRI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10:50