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FROM: LEVINE & PARTNERS, P.A. ACCT#: 074677001117
CONTACT: LIZ BREIER
PHONE: (305)372-1350 FAX #: (305)372-1352

NAME: AUDIO-VIDEO ASSOCIATES, INC.
AUDIT NUMBER.....H98000006207
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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305 372 1352

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1998

LEVINE & PARTNERS, P.A.

SUBJECT: AUDIO-VIDEO ASSOCIATES, INC.
REF: W98000007160

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ARTICLES OF INCORPORATION OF
AUDIO-VIDEO ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is AUDIO-VIDEO ASSOCIATES, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 6120 North Federal Highway, Boca Raton, Palm Beach County, Florida 33487.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 6120 North Federal Highway, Boca Raton, Florida 33487.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

FA#: H98000006207

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officer of the corporation is:

President:	Vern Wintermute
Secretary:	Vern Wintermute
Treasurer:	Vern Wintermute

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of March, 1998.


ALAN W. LEVINE, ESQ.

STATE OF FLORIDA :
COUNTY OF DADE : ss:

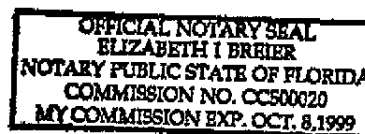
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 31st day of March, 1998.

March, 1998.

Elizabeth D. Brewer

NOTARY PUBLIC, State of Florida

My Commission Expires:

FA#: H98000006207

FA#: H98000006207

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

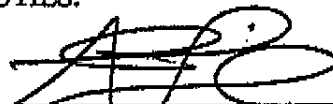
**IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**THAT AUDIO-VIDEO ASSOCIATES, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W. LEVINE, ESQ.,
LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**



**ALAN W. LEVINE, ESQ.
INCORPORATOR
MARCH 31, 1998**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.**



ALAN W. LEVINE, ESQ.

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