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NAME: AV SALES IMPORT EXPORT, INC.

AUDIT NUMBER.....H98000007929

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

CERT. OF STATUS..0

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TALLAHASSEE FLORIDA

Bm 4/28/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

EMPIRE

SUBJECT: AV SALES IMPORT EXPORT, INC.
REF: W98000009384

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

Article 6 states there will be 1 director(s), whereas 2 is/are listed.

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If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

OF

AV SALES IMPORT EXPORT, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is AV SALES IMPORT EXPORT, INC., and the principal address shall be 11180 Southwest 107th Street, #211, Miami, Florida 33176

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez
10621 N. Kendall Drive
Suite 208
Miami, Florida 33176

(305) 598-6577
FBN 749060

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TALLAHASSEE FLORIDA

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11180 Southwest 107th Avenue, Suite 211, Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is Veronica Velez.

Article VI

DIRECTORS

(a) Number. This corporation shall have ~~two~~ (2) director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Veronica Velez President	11180 Southwest 107th Street, #211 Miami, Florida 33176
Angel Velez Vice President	11180 Southwest 107th Street, #211 Miami, Florida 33176

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the

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shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

Veronica Velez
11180 Southwest 107th Avenue
Suite 211
Miami, Florida 33176

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 2nd day of April, 1998.

Veronica Velez C.
Veronica Velez

State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this 2nd day of April, 1998.

Driver's License
Nº V 420-864-75-828-0

Yolanda Fernandez
Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission CC436982
Expires Sep. 26, 1999
Bonded by ANB
800-852-5678

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

In compliance with Section 48,901, Florida Statutes, the following is submitted.

AV SALES IMPORT EXPORT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, State of Florida, has designated Veronica Velez, with office located at 11180 Southwest 107th Avenue, Suite 211, Miami, Florida 33176, as its agent and accept service of process within Florida.

Incorporator:

Veronica Velez C.

Veronica Velez

Date: 4/2/98

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Veronica Velez C.

Veronica Velez

Date: 4/2/98

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