Home Audio & Video Essentials
233 State Road 16
St. Augustine, FL 32095
(904) 826-3777

May 15, 1998

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Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Subject:

HOME AUDIO & VIDEO ESSENTIALS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the Filing Fee, Certified Copy, and Certificate.

Sincerely,

Lance E. Mariotti

ARTICLES OF INCORPORATION



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be:

HOME AUDIO & VIDEO ESSENTIALS, INC.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be:

233 State Road 16 St. Augustine, Florida 32095

Article III. Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock

Article IV. Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Lance E. Mariotti 233 State Road 16 St. Augustine, Florida 32095

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

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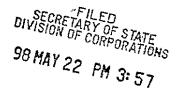
Article V. Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Lance E. Mariotti 6599 Brevard St. St. Augustine, FL 32084

The undersigned incorporator has executed these Articles of Incorporation this fifteenth day of May, 1998.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

HOME AUDIO & VIDEO ESSENTIALS, INC.

2. The name and address of the registered agent and office is:

Lance E. Mariotti 233 State Road 16 St. Augustine, Florida 32095

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

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