



LAW OFFICES OF

Keith W. Saks

CERTIFIED MEDIATOR

P98000049106

May 14, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-05/29/98--01055--012
****140.00 *****70.00

Re: American Installation Services, Inc.
Audio Video Gallery, Inc.

Gentlemen:

I enclose herein the original Articles of Incorporation for the subject corporations, together with a check for \$140.00 to cover the filing and registered agent fees for both corporations.

Please forward your letters indicating filing to this office at your earliest convenience.

Very truly yours,


KEITH W. SAKS

KWS/cw

Encl.

FILED
98 MAY 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
98 MAY 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN INSTALLATION SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE 1 - NAME

The name of the corporation is American Installation Services, Inc. The principal office is 2921 Coral Way Miami, Fl. 33145.

ARTICLE 2 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 - PURPOSE

The corporation is formed for the following purpose: Conduct of a business of selling, installing and repairing video and audio equipment. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is five hundred (500), all of which shall be common shares with a par value of \$1.00.

ARTICLE 5 - REGISTERED OFFICE

The street address of the initial registered office of the corporation is c/o Mauricio del Corral, 2921 Coral Way Miami, Fl. 33145, and the name of the initial registered agent at such address is Mauricio del Corral.

ARTICLE 6 - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Mauricio del Corral, President 2921 Coral Way Miami, Fl. 33145

ARTICLE 7 - INCORPORATOR - RESIDENT AGENT


The name and address of the Incorporator is Mauricio del Corral 2921 Coral Way Miami, Fl. 33145. The Resident Agent is Mauricio del Corral 2921 Coral Way Miami, Florida 33145.


ARTICLE 8 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 25th day of May, 1998.

I hereby accept designation as Registered Agent and the responsibilities thereof.


Mauricio del Corral
Registered Agent


Mauricio del Corral
Incorporator



STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

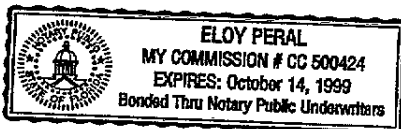
BEFORE ME, a Notary Public, personally appeared Mauricio del Corral, either personally known to me to be the person whose name is

subscribed to the within instrument, or who produced as I.D. a Fl. D.L. and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the County and State aforesaid, this 25 day of May, 1998.

My Commission Expires:


NOTARY PUBLIC

Printed name of Notary



FILED
98 MAY 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA