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MASTER OF LAWS (LL.M.) IN ESTATE PLANNING
WILLS, TRUSTS AND ESTATES
REAL ESTATE LAW

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VIA FEDERAL EXPRESS

August 19, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Criteria Home Theatre, Inc.

To whom it may concern:

Enclosed for filing are Articles of Incorporation and Certificate Designating Corporate Agent. Also enclosed is my trust account check for \$70.00. Please file the corporation and send me a conformed copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely,

Richard P. Breger/rms

Richard P. Breger

RPB/rms
Enclosures

FILED
98 AUG 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 8-21-98

ARTICLES OF INCORPORATION
OF
CRITERIA HOME THEATRE, INC.

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98 AUG 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is CRITERIA HOME THEATRE, INC. and the principal address of this corporation is 2854-H Stirling Road, Hollywood, FL 33020.

Article II - Duration

This Corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue fifty (50) shares of no par value common stock which shall be designated "Common Shares". This corporation is not authorized to issue preferred shares.

Article V - Preferences, Limitations and Relative
Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation of Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Designation of Series

There shall exist no series in the issuance of the Common Shares authorized herein.

Article VII - Preemptive Rights

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2854-H Stirling Road, Hollywood, FL 33020 and the name of the initial registered agent of this corporation at that address is Russell Sinacore.

Articles IX - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is Russell Sinacore, 2854-H Stirling Road, Hollywood, FL 33020.

Article X - Incorporators

The name and address of the person signing these Articles are Russell Sinacore, 2854-H Stirling Road, Hollywood, FL 33020.

Article XI - By-Laws

The Power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article XII - Management of Corporation by
Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

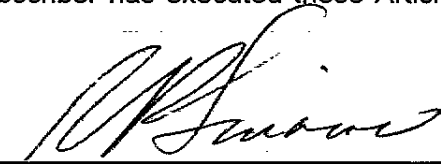
Article XIII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XIV - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of August, 1998.



Russell Sinacore

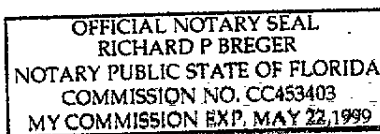
STATE OF FLORIDA)
 ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of August, 1998, by Russell Sinacore, who is personally known to me or who has produced _____ as identification and who did take an oath.

DDPB

Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
CRITERIA HOME THEATRE, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CRITERIA HOME THEATRE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Hollywood, Florida, has named RUSSELL SINACORE, located at 2854-H Stirling Road, Hollywood, FL 33020, as its agent to accept service of process within Florida.

Title: President

Signature: _____

(corporate officer)

Date: 8/19/98

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TALLAHASSEE, FLORIDA

ACCEPTANCE

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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

RUSSELL SINACORE

Date: 8/19/98