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August 26, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 5588  
Tallahassee, FL 32314

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-08/28/98--01029--004  
\*\*\*\*122.50 \*\*\*\*122.50

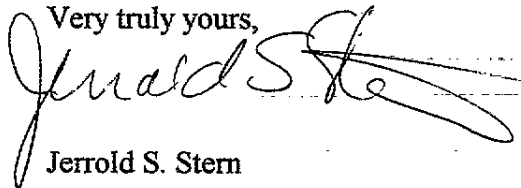
Re: Automotive Video II, Inc.

Gentlemen:

Enclosed please find two copies of fully executed Articles of Incorporation for the referenced corporation, which are being sent to you for filing. Also enclosed is my check in the amount of \$122.50 to cover your fees in this regard.

Please return the filed Articles to this office.

Very truly yours,

  
Jerrold S. Stern

mal  
Enc.

**FILED**  
98 AUG 28 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 9-1-98



ARTICLES OF INCORPORATION  
OF  
AUTOMOTIVE VIDEO II, INC.

FILED  
90 AUG 28 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Automotive Video II, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 8465 W. Oakland Blvd., Sunrise, FL 33351, and the mailing address shall be 1218 Hemingway Drive, Ft. Myers, FL 33912.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1000, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Paul Louwers, and his address is 17373 Duquesne Road, Fort Myers, FL 33912, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

ARTICLE V INCORPORATORS

The number of the directors constituting the initial Board of Directors of the corporation is two, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the incorporator to these Articles of Incorporation is: Paul Louwers, 17373 Duquesne Road, Fort Myers, FL 33912.

ARTICLE VI PERIOD OF EXISTENCE


The period of its existence is perpetual.



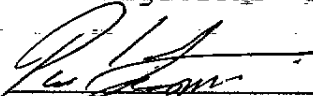
ARTICLE VII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned have executed these Articles of Incorporation this 26th day of August, 1998.

  
Paul Louwers, Incorporator

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.

  
Paul Louwers,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Paul Louwers, who is personally known to me, or who has produced \_\_\_\_\_ as identification and who \_\_\_\_\_ (did/did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 26th day of August, 1998.

My commission expires:

  
Notary Public



**FILED**  
98 AUG 28 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA