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SHUMAKER, LOOP & KENDRICK, LLP

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1660

MAILING ADDRESS

POST OFFICE BOX 172609

TAMPA, FLORIDA 33672-0609

CHARLOTTE OFFICE

227 WEST TRADE STREET

SUITE 2150

CHARLOTTE, NORTH CAROLINA 28202

(704) 375-0057

FAX (704) 332-1197

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43624-1573

(419) 241-9000

FAX (419) 241-6894

August 28, 1998

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

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****122.50 ****122.50

Re: Audio Video Post, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find two copies of the executed Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover the cost of filing. Please have the Articles filed on Monday, August 31 and return the filed Articles to our office in the enclosed Federal Express package. Please also fax a copy of the file stamped Articles to (813) 222-1705.

Thank you for your assistance and if you have any questions concerning this matter, please do not hesitate to call me.

Very truly yours,

Dena L. Kapocius

Dena L. Kapocius

Assistant to W. Thompson Thom, III

DLK
Enclosures

FILED
98 AUG 31 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-2-98
AM

**ARTICLES OF INCORPORATION
AUDIO VIDEO POST, INC.**

FILED
98 AUG 31 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **AUDIO VIDEO POST, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 127 West Fairbanks Avenue, Suite 284, Winter Park, Florida 32789 and the mailing address of the Corporation is 127 West Fairbanks Avenue, Suite 284, Winter Park, Florida 32789.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Tammy Goggans	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Meriam E. Johnson	24130 Painter Drive Land O'Lakes, Florida 34639
Nancy Lycan	24130 Painter Drive Land O'Lakes, Florida 34639

ARTICLE VII
INCORPORATOR

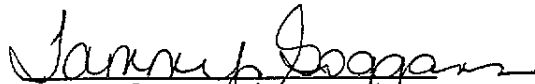
The name and address of the person signing these Articles as Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Tammy Goggans	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of August, 1998.



Tammy Goggans, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 Audio Video Post, Inc.
2. The name and address of the registered agent and office is:

Tammy Goggans
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 
Tammy Goggans, Incorporator

DATE: August 28, 1998

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
Tammy Goggans

DATE: August 28, 1998

FILED
98 AUG 31 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA