



THE UNITED STATES
CORPORATION
COMPANY

P 99000048762

FILED
99 MAY 28 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 255153 7184477

AUTHORIZATION : Patricia Pizzi

COST LIMIT : \$ 70

ORDER DATE : May 26, 1999

ORDER TIME : 8:57 AM

ORDER NO. : 255153-005

CUSTOMER NO: 7184477

300002889393--8

CUSTOMER: Mr. Alvin V. Newell
MR. ALVIN V. NEWELL
MR. ALVIN V. NEWELL
11686 South West 143 Avenue

Miami, FL 33186

DOMESTIC FILING

NAME: AUDIO VISUAL NETWORKS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 28 AM 10:44

RECEIVED

PH 5/28/99 (4)

ARTICLES OF INCORPORATION
OF

AUDIO VISUAL NETWORKS INC.

FILED
99 MAY 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AUDIO VISUAL NETWORKS INC.

The address of the principal office of this corporation shall be 11686 Southwest 143 Avenue, Miami, Florida 33186, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Alvin V. Newell
Dir.

11686 Southwest 143 Avenue
Miami, Fl 33186

ARTICLE VII. INCORPORATOR

FILED
99 MAY 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 28, 1999.

Deborah D. Skipper

Its Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
Its Agent, Deborah D. Skipper

Authorized Service Representative
Corporation Service Company