

999000101296

JAMES MANCUSO & ASSOCIATES, P.A.

555 WINDERLEY PLACE

SUITE 129

MAYLAND, FLORIDA 32751

407-661-1313

FAX 407-661-1310

October 15, 1999

600003021326--2

-10/21/99-01086--011

*****78.75 *****78.75

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

RE: AVC, Inc.

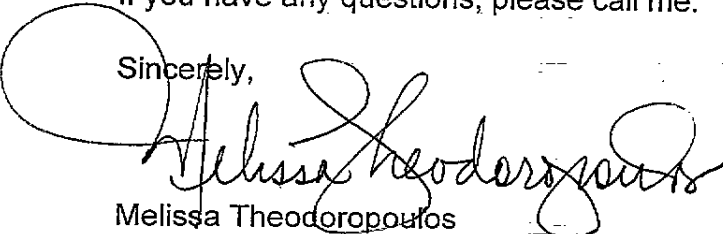
Dear Sir or Madam:

I have enclosed the following items to form the above referenced corporation:

1. A check in the amount of \$78.75 payable to Secretary of State.
2. Two signed originals of the articles of incorporation.

Please file the articles and return a certificate of filing and stamped copy to me.
If you have any questions, please call me.

Sincerely,


Melissa Theodoropoulos
Legal Assistant

MT:ss

Enclosures

99 OCT 21 PM 2:28
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Melissa Theodoropoulos DATE
AUTHORIZATION BY PHONE TO
CORRECT PART V Listed Tolay Anderson as AA
not Mr. Nepis
DATE 11/18
DOC. EXAM. SH

S. Thompson NOV 18 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 1999

MELISSA THEODOROPOULOS
555 WINDERLEY PL., STE. 129
MAITLAND, FL 32751

SUBJECT: AVC, INC.
Ref. Number: W99000024496

COPY

We have received your document for AVC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

To: Shannon Thompson
Document Specialist

Letter Number: 099A00051116

11/16/99

ATTACHED ARE DOCUMENTS FOR AVC OF TAMPA, INC
TO REPLACE THOSE OF AVC INC.

ARTICLES OF INCORPORATION
OF
AVC OF TAMPA, INC.

FILED
99 OCT 21 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation is AVC of Tampa, Inc.

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 country, state, territory, or nation.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 512 Donna Drive, Brandon, Florida 33510.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is one thousand (1000) shares having a par value of one dollar (\$1.00) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the corporation's registered office is 512 Donna Drive, Brandon, Florida 33510. The initial registered agent for the corporation at that address is Toby L. Anderson

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

Toby L. Anderson 512 Donna Drive, Brandon, Florida 33510

The manner in which the directors shall be appointed shall be as stated in the bylaws.

ARTICLE VIII
SPECIAL PROVISION


It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

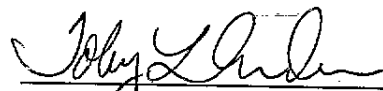
Toby L. Anderson 512 Donna Drive, Brandon, Florida 33510

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15 day of October 1999.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles of incorporation, I hereby accept the appointment as registered agent and agree to act in that 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 that position pursuant to Florida Statutes 607.0501(3).

 11/15/99
Registered Agent Date