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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bayview Recording Company

99 SEP -2 AM 11:12
99 SEP -2 PM 1:56
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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- Certificate of Good Standing
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: _____

Date: _____

ajc 9/2

ARTICLES OF INCORPORATION
OF
BAYVIEW RECORDING COMPANY

ARTICLE I

Name

The name of the Corporation is: BAYVIEW RECORDING COMPANY.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: BAYVIEW RECORDING COMPANY and the name of the initial registered agent of this Corporation at that address is: Peter Pinne.

ARTICLE VI

Principal Office

The principal office of the this Corporation is: 1621 Bay Road, Suite #805, Miami Beach, Florida 33139.

ARTICLE VII

Initial Board of Directors

This Corporation shall initially have one (1) director. 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 (1). The name and address of each member of the initial Board of Directors of this Corporation is:

Peter Pinne
1621 Bay Road, #805
Miami Beach, Florida 33139

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Incorporator

The name of the person signing these Articles is: Peter Pinne, 1621 Bay Road, Suite #805, Miami Beach, Florida 33139.

ARTICLE IX

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31 day of August, 1999.



Peter Pinne, Incorporator

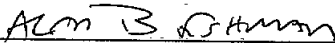
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Peter Pinne, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31 day of August, 1999.

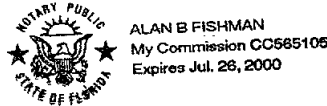


Notary Public
State of Florida at Large



Print Name

My Commission Expires:

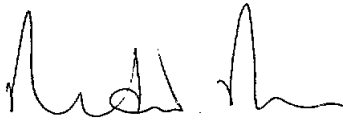


BAYVIEW RECORDING COMPANY

In compliance with Sections 607.034 and 48.091, Florida Statutes, the following is submitted:

First--That BAYVIEW RECORDING COMPANY, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at city of Miami Beach, State of Florida, has named 1621 Bay Road, Suite #805, Miami Beach, Florida 33139, appoints Peter Pinne as its agent to accept service of process within the state of Florida.

Dated this 31 day of August, 1999.

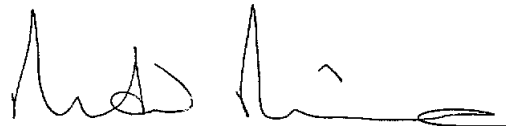


Peter Pinne, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 SEP -2 PM 11 56

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

Dated this 31 day of August, 1999.



Peter Pinne, Registered Agent