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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Audio By The Bay Productions, Inc.

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DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

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CHRIS AVERNA

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10/22/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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FLORIDA SECRETARY OF STATE
CORPORATIONS

1. Audio By The Bay Productions, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 33-0749074
(FEI number, if applicable)
4. December 10, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 12377 Lewis St., Suite 103, Garden Grove, California 92840
(Current mailing address)
8. To manufacture and produce product for the entertainment industry.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Donald Hickey
(Registered agent's signature) (Officer)

Donald Hickey, Assistant Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Paul M Freeman Jr

Address: 12377 Lewis St, Suite 103
Garden Grove, California 92840

Vice Chairman: _____

Address: _____

Director: Robert J Wackerman

Address: 12377 Lewis St, Suite 103
Garden Grove, California 92840

Director: _____

Address: _____

B. OFFICERS

President: Paul M Freeman Jr

Address: 12377 Lewis St, Suite 103
Garden Grove, California 92840

Vice President: Robert J Wackerman

Address: 12377 Lewis St, Suite 103
Garden Grove, California 92840

Secretary: Robert J Wackerman

Address: 12377 Lewis St, Suite 103
Garden Grove, California 92840

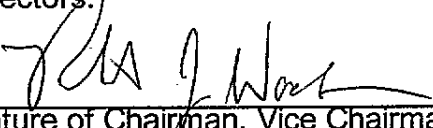
DEPARTMENT OF STATE
CORPORATIONS
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Treasurer: Robert J Wackerman

Address: 12377 Lewis St, Suite 103

Garden Grove, California 92840

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  10/20/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert J Wackerman, Executive Vice President
(Typed or printed name and capacity of person signing application)

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS
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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10TH day of DECEMBER, 19 96,

AUDIO BY THE BAY PRODUCTIONS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

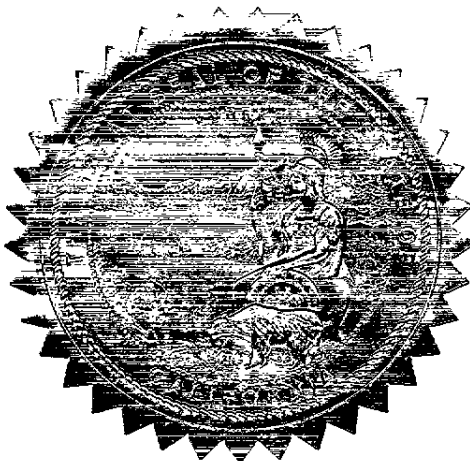
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

20TH OF OCTOBER, 1999



Bill Jones

Secretary of State