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Corporate and Business Law
Real Property
Wills, Trusts, Estates
and Probate

May 3, 2001

FILED
01 MAY -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BTZ Tapes, Inc.

300004133863-4
-05/07/01--01139--005
*****70.00 *****70.00

Dear Sirs:

Enclosed herewith please find Articles of Incorporation and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

David L. Kout
DAVID L. KOUT

DLK/mjb
enclosures

F. CHESLER

MAY 14 2001

ARTICLES OF INCORPORATION

OF

BTZ TAPES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is BTZ TAPES, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any un-issued or treasury shares.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 905 S.E. 14th Dr., Deerfield Beach, Florida 33441 and the name of the initial registered agent at that address is WILLIAM ZAKOOR.

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TALLAHASSEE, FLORIDA

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ARTICLE VII
DIRECTORS

7.01. The initial board of directors of the corporation shall consist of two (2) members.

7.02. The names and addresses of the first board of directors is:

Name	Address
WILLIAM ZAKOOR	905 S.E. 14 th Dr. Deerfield Bch., Florida 33441
TRACIE ZAKOOR	905 S.E. 14 th Dr. Deerfield Bch., Florida 33441

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are:

Name	Address
WILLIAM ZAKOOR	905 S.E. 14 th Dr., Deerfield Bch, Florida 33441

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these articles.

IN WITNESS WHEREOF, I have subscribed my name this 30 day of April, 2001.



WILLIAM ZAKOOR, Incorporator

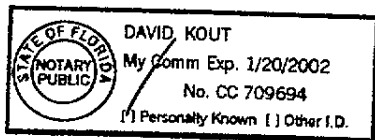
STATE OF FLORIDA

COUNTY OF BROWARD

On this 30 day of April, 2001, before me an officer duly authorized to take oaths and acknowledgements, personally appeared WILLIAM ZAKOOR, known to me by personal knowledge to be the person whose name is subscribed to the instrument within, and he acknowledged that he executed the same for the purposes contained therein after (not) taking an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC, State of Florida



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served.

The following is submitted in compliance with Chapter
48.091, Florida Statutes:

BTZ TAPES, INC., a corporation organizing under the laws of
the State of Florida with it's principal office at 905 S.E.
14th Dr., in the city of Deerfield Beach, County of Broward,
State of Florida, has named WILLIAM ZAKOOR located at 905 S.E.
14th Dr., City of Deerfield Beach, County of Broward and State
of Florida, as its agent to accept service of process within
this state.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:
to keep office open during prescribed hours; to post my name
(and any other officers of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by
Law.


WILLIAM ZAKOOR, Resident
Agent