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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

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**FLORIDA PROFIT CORPORATION OR P.A.
SPY COMMUNICATIONS, INC.**

Certificate of Status	0
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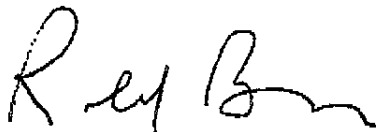
ARTICLES OF INCORPORATION**OF****SPY COMMUNICATIONS, INC.**FILED
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DIVISION OF CORPORATIONS
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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **SPY COMMUNICATIONS, INC.**
2. The duration of the corporation shall be perpetual.
3. The purpose for which this corporation is being formed is to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is one thousand(1,000) shares with no par value.
5. The principal address of the corporation will be:
c/o Brunswick Records Corporation, 22 West 21st Street, New York, NY 10010.
6. The address of the initial registered office will be **4435 Old Winter Garden Road, Orlando, FL 32811** the name of its initial registered agent at such address is: **BLUMBERG EXCELSIOR CORPORATE SERVICES, INC.**
7. The names and the addresses of the persons who shall serve as the initial Board of Directors are as follows:
Paul Tarnopol, 22 Robin Road, Demarest, NJ 07627.
8. The name and address of the sole incorporator is:
Ronald Brown
c/o BlumbergExcelsior Corporate Services, Inc.
White Street New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: September 28, 2001


Ronald Brown
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013

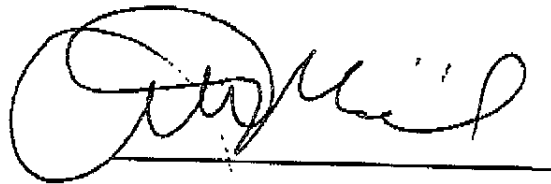
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **SPY COMMUNICATIONS, INC.** the within named corporation.

Dated: SEPTEMBER 28, 2001.



BlumbergExcelsior Corporate Services, Inc.
Marc Moel, Assistant Secretary
Registered Agent

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Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013