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00003521))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 0-0000-0127
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000003521))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DISCAYNE AUDIO, INC.

FAX AUDIT NUMBER: H95000003521

DATE REQUESTED: 03/27/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 18:30:43

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000003521)))

** ENTER 'M' FOR MENU. **

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NUM CAPS Connect: 00:09

EFFECTIVE DATE

3-28-95

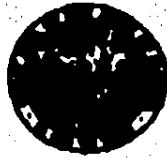
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRET



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BISCAYNE AUDIO, INC.
REF: W95000006785

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE CORRECT THE BEGINNING OF YOUR DOCUMENT TO STATE :purpose of forming a corporation under the florida business corporation act.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: R95000003521
Letter Number: 995A00013946

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

TOTAL P.09

Audit Number: _____

ARTICLES OF INCORPORATION

OF

SEAGAYNE AUDIO, INC.

EFFECTIVE DATE

3-28-75

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

I.
Name

The name of this corporation is Seagayne Audio, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 700, 3080 Seagayne Boulevard, Miami, Florida 33137.

II.
Effective Date and Duration

The effective date of this Corporation shall be March 28, 1975, and shall exist perpetually thereafter unless sooner dissolved according to law.

III.
Purpose

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.
Capitalization

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

Juan T. O'Neighen
Fla. Bar No.: 305774
Suite 1100
2886 South Bayshore Drive
Miami, Florida 33133

(305) 285-0800

Audit Number: _____

HR-28-1995 09109 FROM EMPIRE

TO DIV CORP ELT FI P.07

Audit Number: _____

V.
Initial Registered Office and Agent

The initial registered office of this Corporation shall be Suite 1100, 2885 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

VI.
Initial Directors

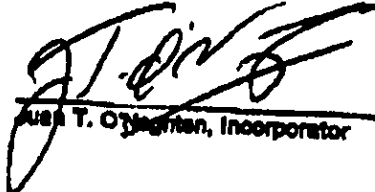
The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name	Address
Sany Meltzer	Suite 700, 3080 Biscayne Boulevard Miami, Florida 33137

VII.
Incorporator

The Incorporator is Juan T. O'Naghten and his address is Suite 1100, 2885 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on March 27, 1995.


Juan T. O'Naghten, Incorporator

Audit Number: _____

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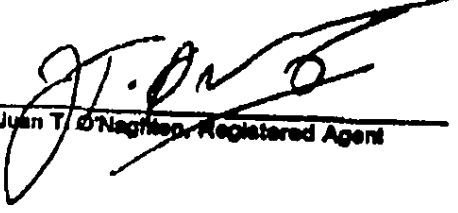
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: **Bleayne Audio, Inc.**

2. The name and address of the registered agent and the registered office is: **Juan T. O'Naghen,
Suite 1100, 2885 South Bayshore Drive, Miami, Florida 33133**

Pursuant to Sections 48.091 and 607.0501, et seq., **Florida Statutes**, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 27, 1995



Juan T. O'Naghen, Registered Agent

FILED
MAR 28 AM 11:45
SECRET/ATC/UNIT
TALLAHASSEE, FLORIDA

Audit Number: _____

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P95000025050

Gold Coast Media, Inc.

August 16, 1996

3050 Biscayne Boulevard
Suite 700
Miami, Florida 33137
(305) 573-2900
Fax: (305) 576-8358

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

100001325741
-08/20/96---01007--007
*****87.50 *****87.50

Re: *Articles of Dissolution*

Dear Sir:

Enclosed for filing please find Articles of Dissolution for the following Florida corporations, along with four (4) separate checks in the amount of \$ 87.50 to cover the filing fee for (\$ 35.00), and certified copies of (\$ 52.50) the Articles of Dissolution for each of the corporations listed below:

Corporation	Check No.
• Biscayne Audio, Inc.	5387
• Biscayne Hair Products, Inc.	5388
• Gold Coast Vita Tech, Inc.	5389
• Quasar Media Group, Inc.	5390

Please return the certified copies and notice of filing of the Articles of Dissolution to the following address:

Jann GAVE
AUTHORIZATION BY PHONE TO
CORRECT original name
DATE 8/21
DOC. 83M
Thank you.

Jann Iliff Fisher
Gold Coast Media, Inc.
3050 Biscayne Boulevard
Suite 700
Miami, Florida 33137
Tel. no. 305/573.2900

FILED
96 AUG 19 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very Truly Yours,

Jann Iliff Fisher
Jann Iliff Fisher
General Counsel

Enclosures

VOIDS
CPE
8/21

**ARTICLES OF DISSOLUTION
OF
BISCAYNE AUDIO, INC.**

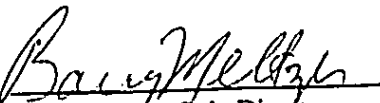
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1401, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is Biscayne Audio, Inc. (the "Corporation").
- SECOND:** The Articles of Incorporation of the Corporation were filed on March 28, 1995.
- THIRD:** None of the Corporation's shares have been issued, and the Corporation has not commenced business.
- FOURTH:** No debt of the Corporation remains unpaid.
- FIFTH:** A majority of the directors of the Corporation authorized the dissolution of the Corporation.

Signed this 16th day of August, 1996.

Signature


Barry Meltzer, Sole Director