

P95000051004

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 29 PM 4:10

EFFECTIVE DATE
7-1-95

W95-13095

AP 6/27/95

RE: Bass Corp
Record Company

	C.C. FEE.	DISBURSED
_____ Capital Express™	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
_____ () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	308801523803 -06/27/95-01001--008 *****70.00 *****70.00	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 627 11:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL	\$ _____
PREPAID.....	\$ _____
BALANCE DUE	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
Your Capital Connection



RECEIVED

95 JUN 29 PM 2:26

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATION

June 27, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BASS CORE RECORD COMPANY
Ref. Number: W95000013095

We have received your document for BASS CORE RECORD COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 395A00031483

Corrected

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

35 JUN 29 PM 4:10

EFFECTIVE DATE

July 1, 1995

ARTICLES OF INCORPORATION

OF

BASS CORE RECORD COMPANY

EFFECTIVE DATE

7-1-95

ARTICLE I

Name

The name of this corporation shall be and is:

BASS CORE RECORD COMPANY

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value common stock which shall be designated "Common Shares".

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 19690 North East 13th Court, North Miami Beach, Florida, 33179 and the initial registered agent of the corporation at that address is Candida Septembre. The principal address and the registered office address are the same.

ARTICLE VII

Initial Board of Directors

The corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the corporation, but shall never be less than one (1). The names and addresses of the initial directors are:

Name	Address
Brian Wolfgram	19690 N.E. 13 Court North Miami Beach, FL 33179
Jorge Mario Jaramillo	2560 N.E. 183rd Street North Miami Beach, FL 33162

ARTICLE VIII

Incorporate

The name and address of the person signing these Articles is:

Name	Address
Brian Wolfgram	19690 N.E. 13 Court North Miami Beach, FL 33179

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the directors.

ARTICLE X

Indemnity

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Commencement of Corporate Existence

Corporate existence shall be deemed to commence the 1st day of July, 1995.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of June, 1995.


Brian Wolfgram

STATE OF FLORIDA

COUNTY OF DATE

ss

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Brian Wolfgram, known to 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 22 day of June, 1995.


Notary Public,
State of Florida at Large



GRANDED SEPTEMBER
BY COMMISSIONER OF CORPORATE SERVICES
April 10, 1997
PLEASE READ THE FULL REGULATIONS.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 29 PM 4:10

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAME
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

First - That Bass Core Record Company, a Florida Corporation,
with its principal office as indicated in the Articles of Incorporation at City of Miami, has
named Candida Septembre, located at
19690 N.E. 13 Court, North Miami Beach, FL 33179, County of Dade, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, Candida Septembre
hereby accepts to act in this capacity, and agrees to comply with the provision of said
Act relative to keeping open said office.

Registered Agent

BY: 