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6/31/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAYNES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CRARY, NUCHANAN, BOWDISH, ET AL  
888 COLORADO AVE  
PO DRAWER 24  
STUART FL 34994- 3401-

CONTACT: BETTY J DEES  
PHONE: (407) 287-2600  
FAX: (407) 287-0115

((H96000007698))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: AMERICAN MUSIC EXPORT, INC.

FAX AUDIT NUMBER: H96000007698

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/31/1996

TIME REQUESTED: 16:04:40

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96 JUN -3 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/3/96

Handwritten signature

DIVISION OF CORPORATIONS

96 JUN -3 AM 7:59

RECEIVED

ARTICLES OF INCORPORATION  
OF  
AMERICAN MUSIC EXPORT, INC.

FILED  
95 JUL -3 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I  
NAME

The name of this corporation shall be:  
AMERICAN MUSIC EXPORT, INC.

ARTICLE II  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III  
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in the business of selling and marketing music and music equipment in the United States and foreign countries and to engage in any related activity or any other business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV  
AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.



Jerry Freed

721 S.W. Bay Pointe Circle  
Palm City, FL 34990

Crystal Freed

721 S.W. Bay Pointe Circle  
Palm City, Florida 34990

**ARTICLE IX  
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Lawrence E. Crary III

555 Colorado Avenue  
Stuart, Florida 34994

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI  
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE XII  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 31st day of May, 1996.

Lawrence E. Crary III  
Lawrence E. Crary III

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 31st day of May, 1996 by Lawrence E. Crary III, (PLEASE CHECK ONE OF THE FOLLOWING)  who is personally known to me OR  who has produced \_\_\_\_\_ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING)  did OR  did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Janet A. Grose  
\_\_\_\_\_  
(Print Name)  
NOTARY PUBLIC  
My Commission Expires:

(SEAL)



JANET A. GROSE  
MY COMMISSION EXPIRES  
July 17, 1997  
ISSUED FROM THE FPM SERVICE, INC.

H96000007698

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
Lawrence E. Crary III  
Registered Agent

FILED  
96 JUN -3 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000007698

# CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

OFFICE

STUART

EVANS, ROBY & LORD  
 EVANS, ROBY & LORD  
 WILLIAM E. CRARY  
 LARRY E. BUCHANAN  
 JAMES E. BOWDISH  
 GEORGE F. BOVIE, III  
 LAWRENCE J. CRARY III  
 WILLIAM E. CRARY II  
 ROBERT E. LORD, JR.  
 WILLIAM E. ROBY  
 M. LEONARD EVANS  
 R. MICHAEL CRARY  
 TERESA WILLIAMS

STEPHEN J. BOVIE  
 DAVID L. BOVIE, JR.  
 JAMES W. THOMAS  
 CHRISTOPHER K. WILCOX

1. BUSINESS DEVELOPMENT  
 2. FINANCIAL SERVICES  
 3. TAX & ACCOUNTING  
 4. LABOR & EMPLOYMENT  
 5. REAL ESTATE  
 6. BANKING & FINANCE  
 7. INSURANCE  
 8. HEALTH CARE  
 9. TECHNOLOGY  
 10. OTHER

P96000046486

October 10, 1997

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

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 -10/13/97-01082-011  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: AMERICAN MUSIC EXPORT, INC. n/k/a BAYSIDE TOURS, INC.  
 Your Corporation No.: P96000046486

Dear Sir/Madam:

Enclosed please find the original Amendment to Articles of Incorporation for American Music Export, Inc. Also enclosed is our firm's check in the amount of \$35.00 covering the filing fee. Please file this Amendment with the State of Florida.

Please provide our office with proof of the filed Amendment.

Thank you for your kind attention in this matter.

Very truly yours,

Mitsie Polanco  
Legal Assistant

Enclosures

F:\WPFF\REAL\LEC\CORPORAT\AMERICAN\AMEND.LTR



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1997

CRARY, BUCHANAN, BOWDISH, ET.AL.  
% MITSIE POLANCO  
P.O. DRAWER 24  
STUART, FL 34994

SUBJECT: AMERICAN MUSIC EXPORT, INC.  
Ref. Number: P96000046486

We have received your document for AMERICAN MUSIC EXPORT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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 (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 897A00050825



**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN MUSIC EXPORT, INC.**

The undersigned, being the President and Director of AMERICAN MUSIC EXPORT, INC., a Florida corporation, does hereby certify that pursuant to provisions of Chapter 607 of the FLORIDA STATUTES (1995), the Board of Directors of AMERICAN MUSIC EXPORT, INC. resolved to amend the Articles of Incorporation of AMERICAN MUSIC EXPORT, INC., at a special meeting of the said Board of Directors and Stockholders of said corporation, held on the 10th day of October, 1997, with a quorum being present, at which time the following amendments to the Articles of Incorporation were unanimously approved by the Board of Directors and the Stockholders of the Corporation, viz:

1. "RESOLVED: That the name of the corporation is hereby amended to:

**BAYSIDE TOURS, INC."**

2. "RESOLVED: That ARTICLE III of the Articles of Incorporation be and is hereby amended to read as follows:

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in the business of marketing, selling and providing helicopter rides, aerial tours and related services and any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

IN WITNESS WHEREOF, the undersigned President of the Corporation has set his hand and seal of the corporation this 10<sup>th</sup> day of October, 1997.

Witnesses:

*Stephen A. Harris*  
*[Signature]*

By: *[Signature]*  
Jerry Freed  
Its: President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of October, 1997 by Jerry Freed as President of AMERICAN MUSIC EXPORT, INC. n/k/a BAYSIDE TOURS, INC., (PLEASE CHECK ONE OF THE FOLLOWING)  who is personally known to me or  who has produced A.G. Driver's License (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING)  did or  did not take an oath. He subscribed the above Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



Maritza Polanco  
Maritza Polanco (Print Name)  
NOTARY PUBLIC  
My Commission Expires: