

P 96000059703

1201 HAYS STREET

MIAMI, FL 33131-3238

001-311-0191

001-311-0191

**CSC networks**

PRINCIPAL  
THINK & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 020766 4303929

AUTHORIZATION *Patricia*  
COST LIMIT : \$ 122.50

ORDER DATE : July 16, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 020766

CUSTOMER NO: 4303929

500001894886

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BAY BOOKS & TAPES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

509-671  
w96-14853

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 16 AM 11:52

RECEIVED  
95 JUL 16 AM 11:17  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

July 16, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BAY BOOKS & TAPES, INC.  
Ref. Number: W96000014853

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for BAY BOOKS & TAPES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00034451

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**ARTICLES OF INCORPORATION**  
**OF**  
**BAY BOOKS & TAPES, INC.**

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DIVISION OF CORPORATIONS  
96 JUL 16 AM 11:52

**ARTICLE I**

The name of the corporation is BAY BOOKS & TAPES, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o Windmere Corporation, 5980 Miami Lakes Drive, Miami Lakes, Florida 33014.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Richard G. Garrett.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and

addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

David M. Fridson  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

Harry D. Schulman  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

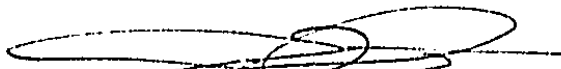
#### **ARTICLE VII**

The name of the Incorporator is Andrew Hulsh and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

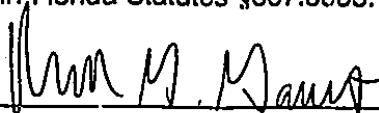
**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8<sup>th</sup> day of July, 1996.



Andrew Hulsh - Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of BAY BOOKS & TAPES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Richard G. Garrett - Registered Agent

Dated: July 15, 1996

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