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TRANSMITTAL LETTER

FILED

97 SEP 29 PM 12: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: MUSIC VISION INC.
(Proposed corporate name - must include suffix)

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-09/29/97--01055--001
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Guido Baechler
Name (Printed or typed)

1649 SW Crossing Circle
Address

Palm City, FL 34990
City, State & Zip

561 286 9675
Daytime Telephone number

P. Hall
SEP 30 1997

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MUSIC VISION, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is **MUSIC VISION, INC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 1649 S.W. Crossing Circle, Palm City, Florida 34990 or such other place as the Board of Directors may designate from time to time.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The corporate existence shall commence on the date the Articles are filed with the State of Florida.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V
STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of Class of Common stock at One Dollar (1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII
SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 1649 S.W. Crossing Circle, Palm City, Florida 34990, and the name of its initial registered agent at that address is Doris Herrmann, 927 S. Woodcreek, Palm City, FL 34990.

ARTICLE X
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Doris Herrmann	927 S. Woodcreek Palm City, FL 34990
Guido Bacchler	1649 S.W. Crossing Circle Palm City, FL 34990

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Doris Herrmann	927 S. Woodcreek Palm City, FL 34990

I, Doris Herrmann, hereby am familiar with and accept the duties and responsibilities as Registered Agent.

ARTICLE XII
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII
BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

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**ARTICLE XIV
EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in a „emergency“. An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

**ARTICLE XV
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

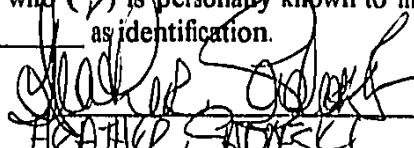
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.



Doris Herrmann,
Incorporator/
Registered Agent

State of Florida
County of Martin

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of September, 1997 by DORIS HERRMANN, who () is personally known to me or () has produced _____ as identification.



HEATHER BADOFSKI printed Name
Notary Public, State of Florida

My Commission Expires: