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To: Division of Corporations
Fax Number : (850) 487-6013

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BAYLY PRODUCTIONS, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

W98.24399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAYLY PRODUCTIONS, CORP**

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be: **BAYLY PRODUCTIONS, CORP**
The principal place of business and mailing address of this corporation shall be:

P.O. BOX 955
Key Biscayne, Fl 33149

ARTICLE II NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States The state of Florida, or any other State, County, Territory or Nation

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

NAME	POSITION	ADDRESS
Jaime Boyly	President	P.O. Box 955 Key Biscayne, FL 33149

Prepared by: Orlando de Armas, CPA
2906 Douglas Rd #101 Miami, Fl
(305) 441-8899

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

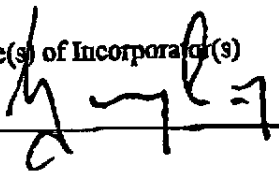
Jaime Bayly

P.O. Box 955

Key Biscayne, FL 33149

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 27th of October 1998.

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: **BAYLY PRODUCTIONS, CORP.**

2. The name and address of the registered agent and officer is:

335 Hampton Ln Key Biscayne, Jaine Bayly
Key Biscayne, Fl 33149

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SIGNATURE Jaine Bayly
(Corporate Officer)
TITLE President
DATE 10/27/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Jaine Bayly
(Registered Agent)
DATE 10/27/98