

CT CORPORATION

F020000000594

CORPORATION(S) NAME

AV Books, Inc.

0

FILED
02 FEB - 1 PM 5:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

70000483215.7--7

01/29/02--01004--003

*****78.75 *****78.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up BK
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/28/02

Order#: 5077384

Ref#: _____

Amount: \$ _____

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

02 JAN 28 PM 3:11

RECEIVED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 2002

C T CORPORATION SYSTEM

TALLHASSEE, FL

SUBJECT: AV BOOKS, INC.
Ref. Number: W02000002436

FILED
02 FEB -1 PM 5:06
SECRETARY OF STATE
TALLHASSEE, FLORIDA

We have received your document for AV BOOKS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have **RETAINED** your \$78.75 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 202A00004803

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED
FEB - 06
PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AV BOOKS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 7, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2436 North Federal Highway, Suite 375, Lighthouse Point, FL 33064
(Current mailing address)

8. Provider of audio and visual reading materials.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: George M. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

Vice Chairman: _____

Address: _____

Director: Michael S. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: George M. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

Vice President: Michael S. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

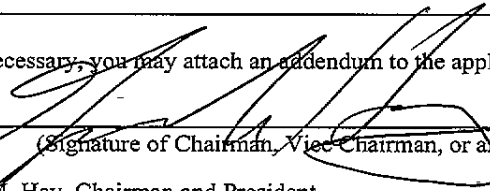
Secretary: Michael S. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

Treasurer: Michael S. Hay

Address: 2436 North Federal Highway, Suite 375, Lighthouse Point, Florida 33064

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George M. Hay, Chairman and President

(Typed or printed name and capacity of person signing application)

FILED
02 FEB - 1 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

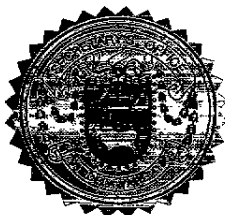
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AV BOOKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 FEB - 1 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3477496 8300

AUTHENTICATION: 1576653

020048911

DATE: 01-24-02