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TALLAHASSEE, FLORIDA

1875

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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1.) Discus Holdings, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**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.

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1. Discus Holdings, 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. California 3. 47-0907334
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 26, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 2003
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8550 Higuera Street, Culver City, CA 90232
(Principal office address)
8550 Higuera Street, Culver City, CA 90232
(Current mailing address)
8. Holding Company
(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: Paracorp Incorporated
Office Address: 236 East 6th Avenue
Tallahassee, Florida 32303
(City) (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.

See attached

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Hayman

Address: 8550 Higuera Street

Culver City, CA 90232

Director: William Dorfman

Address: 8550 Higuera Street

Culver City, CA 90232

B. OFFICERS

President: Robert Hayman

Address: 8550 Higuera Street

Culver City, CA 90232

Vice President: _____

Address: _____

Secretary: Ken Rosenblood

Address: 8550 Higuera Street, Culver City, CA 90232

Treasurer: Viney Sethy

Address: 8550 Higuera Street, Culver City, CA 90232

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. Ken Rosenblood, COO

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

12 Directors

David Dossetter
8550 Higuera Street
Culver City, CA 90232

Bruce Kanter
8550 Higuera Street
Culver City, CA 90232

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

DATE: 12/1/03

ENTITY NAME: Discus Holdings, Inc.

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.

A handwritten signature in black ink, appearing to read "Denise Zollner", is written over a horizontal line.

Denise Zollner, Assistant Secretary
Paracorp Incorporated



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

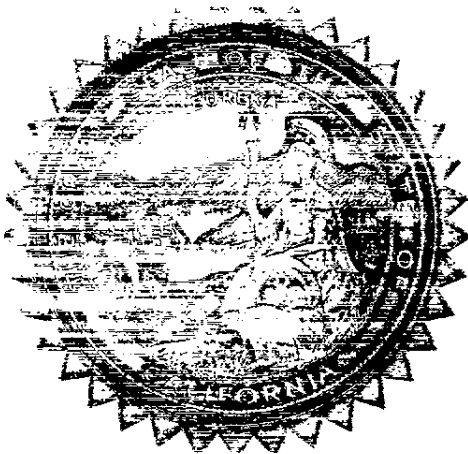
That on the **26th day of December, 2002**, **DISCUS HOLDINGS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of November 26, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State