

JUL 01 99 1:00 TO 1850 224003 FROM HODGSON & RUSS 1-699 3399 006 F336

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13920.0012 - Cyberville Studios, Inc.

Name: Secretary of State of Florida

Phone Number:

Company:

City, State: Tallahassee, Florida

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Must be Sent by: July 1, 1999

From: Tracey A. Testa

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T-699 P.02/06 F-436


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RESIDENT IN NEW YORK
Paul R. Comeau
Mark S. Klein
Stephen M. Newman

July 1, 1999

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VIA FACSIMILE - (850) 922-4003

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir/Madam:

Re: CYBERVILLE STUDIOS, INC.

Attached is the Application by Foreign Corporation for Authorization to Transact Business in Florida for Cyberville Studios, Inc., a Delaware corporation, hereby submitted for electronic filing. Also attached is a Certificate of Status as issued by the State of Delaware, dated June 24, 1999.

Please charge our account accordingly and forward a certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,



Tracey A. Testa
Paralegal

/tat
Enclosures

FLADOC5:36073_1 (R%101)13920.0012

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DIVISION OF CORPORATIONS
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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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FOREIGN PROFIT QUALIFICATION

Cyberville Studios, Inc.

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

H99000016113

**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:**

1. CYBERVILLE STUDIOS, 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

(State or country under the law of which it is incorporated)

3. 98-0207457

(FEI number, if applicable)

4. June 21, 1999

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4199 Renoak Court, Mississauga, Ontario, Canada L5C 4K3

(Current mailing address)

8. Multimedia production and publishing, audio & visual production studio

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**Name: HRAWG Corp.Office Address: Suite 400, 2000 Glades RoadBoca Raton, Florida, 33431

(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.

HRAWG Corp.

By: (Registered agent's signature)
Anthony L. Dutton, Esq., Vice President

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

PREPARED BY: H99000016113

Maryann J. Graf, Legal Assistant

Hodgson, Russ, Andrew, Woods, et al

One M& T Plaza, Suite 2000

Buffalo, New York 14203-2301 (800) 724-5184

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 DIVISION OF CORPORATIONS
 99 JUL - 1 PM 12:01

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Sandor Bank

Address: 4199 Renoak Court

Mississauga, Ontario, Canada L5C 4K3

Director: Gabriella Bank

Address: 4199 Renoak Court

Mississauga, Ontario, Canada L5C 4K3

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

President: Sandor Bank

Address: 4199 Renoak Court

Mississauga, Ontario, Canada L5C 4K3

Vice President: _____

Address: _____

Secretary: Gabriella Bank

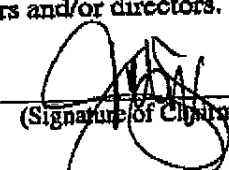
Address: 4199 Renoak Court

Mississauga, Ontario, Canada L5C 4K3

Treasurer: _____

Address: _____

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. Sandor Bank, President
(Typed or printed name and capacity of person signing application)

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T-699 P.06/06 F-436

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYBERVILLE STUDIOS, 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 JUNE, A.D. 1999.

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

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991255518



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9825130

DATE: 06-24-99