

N 96 00 000 4559

Charter Number Only

8 30 916

Carusello e Hummerfeld

Requestor's Name

1250 Renee de Leon Blvd.

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

443-0020

VALIDATION ONLY

SEP 1 1996  
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CORPORATION(S) NAME

Audio Book Retailers Association, Inc.



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> After 4:30                | <input type="checkbox"/> Mail Out        |   |

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

SEP 1 1996

CERTIFICATE COPY

ARTICLES OF INCORPORATION  
OF  
AUDIO BOOK RETAILERS ASSOCIATION, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Corporation Not For Profit Act, Florida Statutes, Chapter 617.

ARTICLE I  
NAME

The name of this corporation shall be as set forth above.

ARTICLE II  
GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

There are no shares of stock to be issued.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HENRY J. HUNNEFELD  
1925 Ponce De Leon Blvd.  
Coral Gables, FL 33134

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI  
BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII  
INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address are:

Henry J. Hunnefeld, Esq.  
1925 Ponce De Leon Blvd.  
Coral Gables, Florida 33134

Carl Krause  
2229 South University Drive  
Davie, Florida

A. Thomas Smith  
1548 South Dixie Highway  
Coral Gables, Florida 33146

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII  
PRINCIPAL OFFICE

The principal office of the corporation is as follows:

1925 Ponce De Leon Blvd.  
Coral Gables, Florida 33134

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these  
Articles of Incorporation as the Incorporator is:

HENRY J. HUNNEFELD  
1925 Ponce De Leon Blvd.  
Coral Gables, FL 33134

ARTICLE X  
CONFLICT OF INTEREST

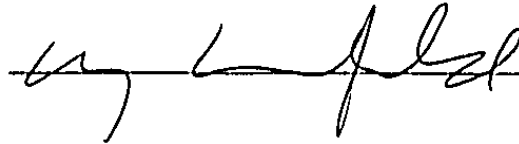
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 9 day of August, 1996.



STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared Henry Hirschfeld, the Incorporator of Audio Book Retailers Association, Inc. to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida, this 9<sup>th</sup> day of August, 1996.

  
Notary Public  
State of Florida at Large

My Commission Expires:



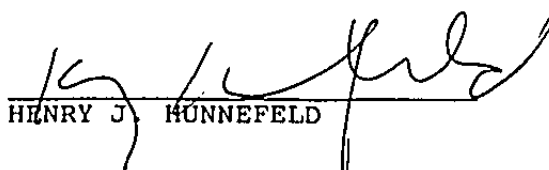
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 617.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That AUDIO BOOK RETAILERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office at 1925 Ponce De Leon Boulevard, Coral Gables, Florida 33134, has named Henry J. Hunnefeld, Esq., located at 1925 Ponce De Leon Boulevard, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 am familiar with and accept the obligations of my position as Registered Agent.

  
HENRY J. HUNNEFELD