

**R01000102424**

LAW OFFICES  
**STEVEN M. ROSEN**

ADMITTED TO PRACTICE IN  
FLORIDA AND NEW YORK

5601 BUILDING  
5601 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137  
TELEPHONE: (305) 758-3100  
FAX: (305) 756-7105  
E-MAIL: smrws@cs.com

October 18, 2001

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: 5AC Subscription Services, Inc.

FILED  
01 OCT 22 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$78.75, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

400004647554--3  
-10/22/01--01039--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Very truly yours,

STEVEN M. ROSEN

SMR/su  
encls.  
cc: Client  
cp/fave/5ac/sta.ltr

10-23-01  
KCE

**ARTICLES OF INCORPORATION**  
**OF**  
**5AC SUBSCRIPTION SERVICES, INC.**

FILED  
01 OCT 22 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. - CORPORATE NAME:**

The name of the corporation is:

5AC SUBSCRIPTION SERVICES, INC.

The principal address of the corporation shall be:

5601 Biscayne Boulevard  
Miami, Florida 33137

**ARTICLE II. - NATURE OF CORPORATE BUSINESS:**

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III. - CAPITAL STOCK:**

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having \$5.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV. - PREEMPTIVE RIGHTS:**

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE V. - INITIAL REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE:**

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:  
STEVEN M. ROSEN

INITIAL REGISTERED OFFICE:  
5601 Biscayne Boulevard  
Miami, Florida 33137

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:**

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT STEVEN M. ROSEN

**ARTICLE VI. - INITIAL BOARD OF DIRECTORS:**

The number of directors constituting the Initial Board of Directors of the corporation shall be ONE (1).

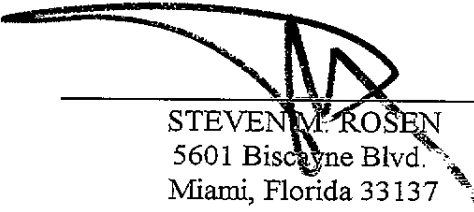
**ARTICLE VII. - INITIAL DIRECTOR:**

The name and address of the Initial Member of the Board of Director is:

STEVEN M. ROSEN  
5601 Biscayne Blvd.  
Miami, Florida 33137

**ARTICLE VIII. - INCORPORATOR:**

The name and address of the Incorporator executing these Articles of Incorporation are:

  
STEVEN M. ROSEN  
5601 Biscayne Blvd.  
Miami, Florida 33137

STATE OF FLORIDA

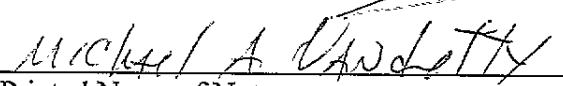
COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared STEVEN M. ROSEN to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this \_\_\_\_ day of October, 2001.

  
NOTARY PUBLIC, State of Florida, At Large

My Commission Expires:

  
Printed Name of Notary

NOTARY PUBLIC - STATE OF FLORIDA  
MICHAEL A. VANDETT  
COMMISSION # CC731836  
EXPIRES 4/7/2002  
BONDED THRU ASA 1-888-NOTARY1