

OCT- 2-02 WED 9:04 AM

Division of Corporations

PO000106 339

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000206776 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -2 PM 3:54

FLORIDA PROFIT CORPORATION OR P.A.

ABD MEDIA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

1102000006776

02 OCT -2 PM 3:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ABD MEDIA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is ABD Media, Inc.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation is organized for the purpose of publishing business directories.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be 100 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Jeffrey S. Siniawsky, Esq., 300 N. W. 82nd Avenue, Suite 505, Plantation, Florida 33324. The initial street address of the principal office of the Corporation will be 300 N. W. 82nd Avenue, Suite 505, Plantation, Florida 33324. The Board of Directors may, from time to time, move the principal office to any other address.

1102000006776

1102000206776

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

President/ Secretary: Bernard Lang
980 St. Antoine West
Suite 400
Montreal, Quebec, Canada
H3C 1A8

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Bernard Lang, 980 St. Antoine West, Suite 400, Montreal, Quebec, Canada, H3C 1A8.

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

1102000206776

1102000206776

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on this 30th day of SEPTEMBER, 2002.

Bernard Lang
Bernard Lang

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared Bernard Lang, as Director, known to
me and known to be the person who executed the following Articles of Incorporation.

COMMISSIONER OF OATHS
DISTRICT OF MONTRÉAL
ODETTE FORTIN

Odette Fortin #2905
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: October 26, 2004
MY COMMISSION EXPIRES:



1102000206776

* H02000006776

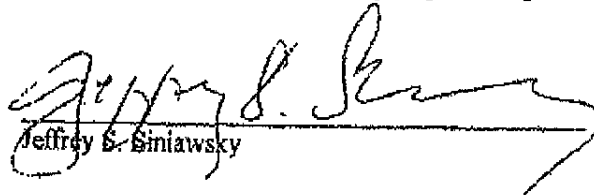
CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

ABD MEDIA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Jeffrey S. Siniawsky, Esq., located at 300 N. W. 82nd Avenue, Suite 505, Plantation, Florida 33324 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


Jeffrey S. Siniawsky

02 OCT -2 PM 3:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H02000006776