

CERTIFIED PUBLIC ACCOUNTANT  
**LAWRENCE GROSSFELD**  
PROFESSIONAL ASSOCIATION

SUITE 402  
3511 WEST COMMERCIAL BOULEVARD  
FORT LAUDERDALE, FLORIDA 33309

**P9600005276**

January 2, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation  
AB-CD Rom Inc.

100001679811  
-01/05/96--01031--015  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

I am enclosing two copies of the Articles of Incorporation for AB-CD Rom Inc. and a check in the amount of \$122.50 to cover the various filing fees.

Please send a certified copy of the articles of incorporation to this address:

Lawrence Grossfeld, P.A.  
3511 W. Commercial Blvd.  
Suite 402  
Ft. Lauderdale, FL 33309

If there are any questions, please call me at 305-484-1100.

Very truly yours,

*Lawrence Grossfeld*  
Lawrence Grossfeld

*426 - 422*  
K. CHESSEB JAN 18 1996  
502

BROWARD (305) 484-1100  
DADE (305) 687-9944  
HOMER (305) 334-3219  
TALLAHASSEE, FLORIDA (904) 484-5004  
JAN 16 AM 9:20  
FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 10, 1996

LAWRENCE GROSSFELD ESQUIRE  
3511 W COMMERCIAL BLVD  
FT LAUDERDALE, FL 33309

SUBJECT: AB-CD ROM INC.  
Ref. Number: W96000000764

We have received your document for AB-CD ROM INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 896A00001240

CERTIFIED PUBLIC ACCOUNTANT  
**LAWRENCE GROSSFELD**  
PROFESSIONAL ASSOCIATION

SUITE 402  
3511 WEST COMMERCIAL BOULEVARD  
FORT LAUDERDALE, FLORIDA 33309

HOWARD (305) 484-1100  
DAD (305) 687-9944  
HCCA (407) 338-3219  
FAX (305) 484-3004

January 12, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation  
AB-CD Rom USA Inc.

Gentlemen:

I am enclosing two copies of the Articles of Incorporation for AB-CD Rom USA Inc. Please be advised that a prior request for incorporation under a different name was rejected because the name was in use by another Florida corporation (see your letter enclosed).

Please send a certified copy of the articles of incorporation to this address:

Lawrence Grossfeld, P.A.  
3511 W. Commercial Blvd.  
Suite 402  
Ft. Lauderdale, FL 33309

If there are any questions, please call me at 305-484-1100.

Very truly yours,

  
Lawrence Grossfeld

FILED  
96 JAN 16 AM 9:20  
CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**AB-CD ROM USA INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

AB-CD Rom USA Inc.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4020 Galt Ocean Drive # 202  
Fort Lauderdale, FL 33308

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Hundred

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - OFFICERS DIRECTORS**

The name(s) and address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Bruce Bokor  
4020 Galt Ocean Drive # 202  
Ft. Lauderdale, FL 33308

**ARTICLE VII - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

Bruce Bokor  
4020 Galt Ocean Drive # 202  
Ft. Lauderdale, FL 33308

The undersigned incorporator has executed these Articles of Incorporation this 12-day of January, 1996.

Bruce Bokor  
Incorporator

**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AB-CD Rom USA Inc.
2. The name and address of the registered agent and office is:

Bruce Bokor  
4020 Galt Ocean Drive # 202  
Ft. Lauderdale, FL 33308

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.

Bruce Bokor  
Signature

1/12/96  
Date

FILED  
96 JAN 16 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA