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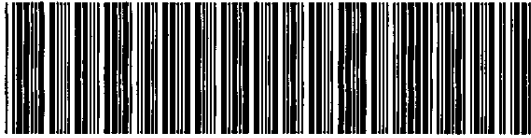
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Greenberg Traurig

Phillip C. Gildan
Tel. 561.650.7967
Fax 561.838.8867
GildanP@gtlaw.com

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August 16, 2007

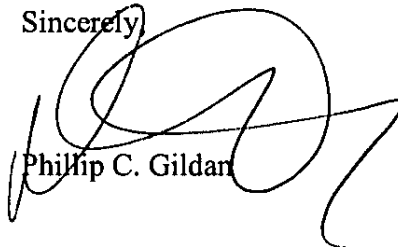
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation of Phat Readz, Inc.

Ladies and Gentlemen:

Enclosed please find for filing the Articles of Incorporation for Phat Readz, Inc.
Also enclosed, please find a check for \$78.75 for the Filing Fee, the Registered Agent
Designation, and a Certified Copy.

Sincerely,



Phillip C. Gildan

PCG

Enclosures

ALBANY
AMSTERDAM
ATLANTA
BOCA RATON
BOSTON
BRUSSELS*
CHICAGO
DALLAS
DELAWARE
DENVER
FORT LAUDERDALE
HOUSTON
LAS VEGAS
LONDON*
LOS ANGELES
MIAMI
MILAN*
NEW JERSEY
NEW YORK
ORANGE COUNTY
ORLANDO
PHILADELPHIA
PHOENIX
ROME*
SACRAMENTO
SILICON VALLEY
TALLAHASSEE
TAMPA
TOKYO*
TYSONS CORNER
WASHINGTON, D.C.
WEST PALM BEACH
ZURICH

*Strategic Alliance
Tokyo-Office/Strategic Alliance

**ARTICLES OF INCORPORATION
OF
PHAT READZ, INC.**

(a Florida Not For Profit Corporation)

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Phat Readz, Inc. (hereinafter referred to as the "Readz"). Its principal office is located at 860 Country Club Drive, North Palm Beach, Florida, 33408, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of Readz is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

Readz is organized exclusively for public, charitable, literary and educational purposes. The principal purpose for which Readz is organized is as an educational tool to encourage and stimulate reading of books by high school students and pre-teens. Readz shall be empowered to do and perform all acts and things and engage in any lawful act or activity as may be allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide, and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which Readz is organized.

**ARTICLE IV
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

Readz is one which does not permit pecuniary gain or profit. No part of any net earnings of Readz shall inure to the benefit of any member of Readz, member of the Board of Directors, officer of Readz, any private shareholder or any other private individual, and as such they will have no interest in or title to any of the property or assets of Readz. Nothing herein shall prohibit Readz from reimbursing the members of the Board of Directors and officers of Readz for all expenses reasonably incurred in performing services rendered to Readz.

**ARTICLE V
CAPITAL STOCK**

Readz shall have no capital stock and shall be composed of members rather than shareholders as further described in the By-Laws of Readz.

**ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP**

The classifications, qualifications, characteristics, rights, privileges, limitations and obligations of membership and the manner of admission shall be as set forth in and regulated by the By-Laws of Readz.

**ARTICLE VII
VOTING RIGHTS**

Members of Readz shall have such voting rights as are set forth in the By-Laws of Readz.

**ARTICLE VIII
LIABILITY FOR DEBTS**

Members of Readz, members of the Board of Directors, and officers of Readz shall not be liable for the debts of Readz.

**ARTICLE IX
BOARD OF DIRECTORS**

Readz shall have three (3) directors initially. The number of directors may be changed from time to time as provided in the Bylaws; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of shortening the terms of an incumbent director. The members of the Board of Directors shall be elected as provided in the Bylaws of Readz. The names and addresses of the initial directors of Readz are:

<u>NAME</u>	<u>ADDRESS</u>
Phillip Gildan	860 Country Club Drive North Palm Beach, FL 33408
Laurie Gildan	860 Country Club Drive North Palm Beach, FL 33408
Kate Gildan	520 Overlook Drive North Palm Beach, FL 33408

**ARTICLE X
INDEMNIFICATION**

Readz shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or as an officer of Readz from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a member of the Board of Directors or an officer of Readz, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer of Readz, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability to the fullest extent permitted by applicable Florida law.

**ARTICLE XI
DISSOLUTION**

In the event of dissolution or final liquidation of Readz, all of the property and assets of Readz, after payment of its debts, shall be distributed, as permitted by applicable Florida law and a court having jurisdiction among the holders of the equity memberships of Readz in proportion to the value of their equity memberships at that time.

**ARTICLE XII
TRANSFER OF MEMBERSHIP**

A membership may be transferred only through Readz in accordance with the procedure set forth in the By-Laws of Readz. A member who has been expelled from Readz shall surrender his or her membership certificate to Readz in accordance with the procedure set forth in the By-Laws of Readz.

**ARTICLE XIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

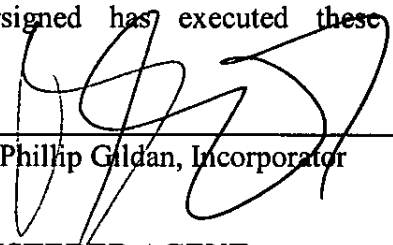
The street address of the initial registered office for Readz is 860 Country Club Drive, North Palm Beach, FL 33408, and the name of its registered agent at that address is Phillip Gildan.

**ARTICLE XIV
INCORPORATOR**

The name and address of the Incorporator of Readz are:

<u>NAME</u>	<u>ADDRESS</u>
Phillip Gildan North Palm Beach, FL 33408	860 Country Club Drive

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of August, 2007.



Phillip Gildan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 17 day of August, 2007.



Phillip Gildan, Registered Agent

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TALLAHASSEE, FLORIDA