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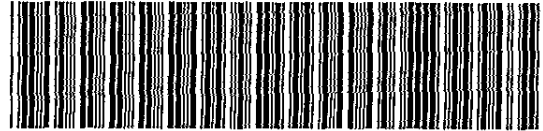
(Business Entity Name)

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TALLAHASSEE, FLORIDA
02 NOV 25 PM 1:08

F. Criswell DEC 2

GIBBONS, COHN, NEUMAN, BELLO, SEGALL & ALLEN
A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

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FAX (813) 877-9290
(813) 877-9222

November 22, 2002

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

Re: BOOKS BY A & J, INC. - Incorporation

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation for the above-referenced corporation:

1. Original Articles of Incorporation together with copy;
2. Original Designation of Registered Agent and Registered Office together with copy;
3. Our check in the amount of \$78.75 to cover the following costs:

Filing Fee and Registered Agent Designation	\$70.00
Certified Copy	8.75

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,


Roy W. Cohn

Enclosures
RWC/ms/Cp-
13727.17661

**ARTICLES OF INCORPORATION
OF
BOOKS BY A & J, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 NOV 25 PM 1:08

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is Books by A & J, Inc. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 9343 Pontiac Dr., Tampa, FL 33626.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 5,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 9343 Pontiac Dr., Tampa, FL 33626, and the name of the initial registered agent is Jennifer S. Flaacke.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Jennifer S. Flaacke
9343 Pontiac Dr.
Tampa, FL 33626

7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

Name

Address

Jennifer S. Flaacke

9343 Pontiac Dr.
Tampa, FL 33626

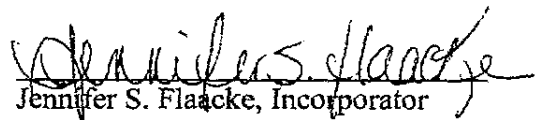
Angela R. Brewton

9343 Pontiac Dr.
Tampa, FL 33626

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

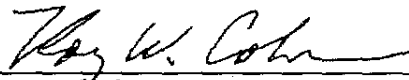
EXECUTED this 22 day of November, 2002.

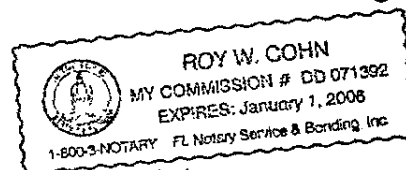

Jennifer S. Flaacke, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 22ND day of November, 2002 by Jennifer S. Flaacke, who is personally known to me (or who has produced F420437708400 FL DL as identification).

NOTARY PUBLIC

Sign: 
State of Florida at Large



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. Books by A & J, Inc. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;
2. Books by A & J, Inc. Inc. hereby names Jennifer S. Flaacke, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. Books by A & J, Inc. hereby designates as its registered office, the street address of said registered agent's place of business, which is 9343 Pontiac Dr., City of Tampa, County of Hillsborough, State of Florida 33626.

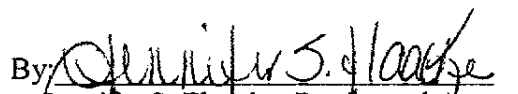
SUBMITTED this 22 day of November, 2002


Jennifer S. Flaacke, Incorporator on
behalf of Books by A & J, Inc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 NOV 25 PM 1:08

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: 
Jennifer S. Flaacke, Registered Agent

Date: 11/22/02