

DAVID PRATT AND ASSOCIATES, P.A.

ATTORNEYS AT LAW
P94000087107

DAVID PRATT ^{1,2,3,5,6}
ELAINE M. BUCHER ⁴
JAMI L. HUBER
JENNIFER E. ZAKIN ⁵

2101 CORPORATE BOULEVARD, SUITE 220
BOCA RATON, FL 33431
TELEPHONE: (561) 862-0480
FACSIMILE: (561) 862-0485

REPLY TO:

Jennifer E. Zakin, Esq.
(561) 862-0480, Ext. 238
jzakin@fl-estatelaw.com

¹ Board Certified - Wills, Trusts and Estates
² Board Certified - Taxation
³ Also Admitted in New York
⁴ Also Admitted in New Jersey and Pennsylvania
⁵ Masters of Law in Taxation
⁶ Certified Public Accountant (New York)

August 27, 2002

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

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-08/30/02--01043--018
****140.00 ****140.00

RE: LIBRARY SALES, INC.
Our File No. 12398.11 (Philip and Miriam Comer)

Dear Sir or Madam:

Enclosed please find the following documents pertaining to Library Sales, Inc.:

1. Amended and Restated Articles of Incorporation;
2. Certificate Designating Place of Business or Domicile for the Service of Process;
3. Plan of Corporate Recapitalization; and
4. Joint Written Action of Shareholders and Directors.

Returned

FILED
02 AUG 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the above referenced documents and return confirmation of filing to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$140.00, which represents fees for filing.

If you have any questions, please do not hesitate to contact me.

Yours truly,

DAVID PRATT AND ASSOCIATES, P.A.

By: 
Jennifer E. Zakin, Esq.

Enclosures

cc: Mr. and Mrs. Philip Comer (w/o enclosures)
Elliot Kostick, CPA (w/o enclosures)
David Pratt, Esq. (w/o enclosures)

P94000087107
5. pg Amended + Restated
8-29-02 all

G:\12398.11\file Recap documents.WPD

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIBRARY SALES, INC.

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **LIBRARY SALES, INC.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue five thousand (5,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Voting Shares"; and fifty thousand (50,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

FILED
02 AUG 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office; Registered Office and Agent

The street address of the _____ principal office and registered office of this corporation is 2001 S.W. 31st Avenue, Pembroke Park, Florida 33009, and the name of the registered agent of this corporation at that address is Philip Comer.

ARTICLE VI
Initial Board of Directors

1. This corporation shall _____ have one (1) director. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the _____ director of this corporation is:

Philip Comer
2001 S.W. 31st Avenue
Pembroke Park, Florida 33009

2. The number of shares of the Corporation outstanding at the adoption was five thousand (5,000), and the number of shares entitled to vote thereon was five thousand (5,000).

3. The number of shares voted in favor of such Amendment was five thousand (5,000), and the number of shares voted against such Amendment was none.

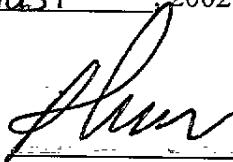
4. These Amended Articles of Incorporation were adopted on the 26th day of August 2002.

5. The holders of Common Shares shall exchange each share of such stock for one (1) share of Voting Common stock and ten (10) shares of Non-Voting Common stock.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 26th day of August, 2002.

ATTEST:



PHILIP COMER, President

Print Name:

Sandra Goldson

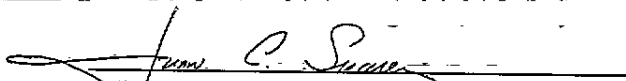
(CORPORATE SEAL)

STATE OF FLORIDA:)

)SS:

COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 26th day of August, 2002, by PHILIP COMER, as President of LIBRARY SALES, INC., a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced FDL # C560-660-48-184-0 as identification.


Notary Public, State of Florida

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

LIBRARY SALES, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that LIBRARY SALES, INC., desiring to organize under the laws of the State of Florida with its principal office at 2001 SW 31st Avenue, Pembroke Park, Florida 33009, has named PHILIP COMER, located at 2001 SW 31st Avenue, Pembroke Park, Florida 33009, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



PHILIP COMER