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July 21, 1995

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: B & B Books, Inc.

Dear Sirs:

Please find enclosed a Certificate of Designation of Registered Agent and Articles of Incorporation for B & B Books, Inc. along with a titling fee in the amount of \$78.75. Would you please return a file marked copy of the documents to the undersigned.

Sincerely yours,

EPSTEIN & FRISCH

Robert D. Epstein

RDE/dmk
Enclosure

JUL 26 1995 BSB

FILED
95 JUL 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: B & B Books, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Robert D. Epstein
Name (Printed or typed)

345 Massachusetts Avenue
Address

Indianapolis IN 46204
City, State & Zip

(317) 639-1326
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
B & B BOOKS, 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 B & B Books, Inc.

ARTICLE II PRINCIPAL OFFICE

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

670 Spring Lake Boulevard
Port Charlotte, Florida 33952

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000)

ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

William A. Yount
670 Spring Lake Boulevard
Port Charlotte, Florida 33952

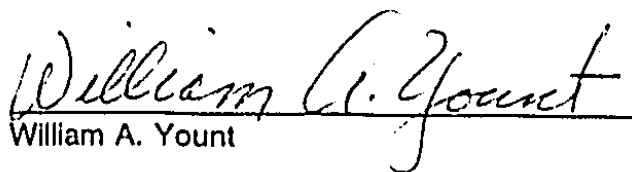
**ARTICLE V INCORPORATOR(S)
See instructions for officers/directors**

The name and street address of the incorporator to these Articles of Incorporation is:

William A. Yount
670 Spring Lake Boulevard
Port Charlotte, Florida 33952

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TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this
17 day of July, 1995.


William A. Yount

**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: B & B Books, Inc.

2. The name and address of the registered agent and office is:

William A. Yount

670 Spring Lake Boulevard
(NAME)

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Port Charlotte, Florida 33952
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

William A. Yount
(SIGNATURE)

July 17, 1995
(DATE)