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ACCOUNT NO. : 072100000032

REFERENCE : 516787 4352702

AUTHORIZATION : *Patricia Piquits*

COST LIMIT : \$ 122.50

ORDER DATE : September 3, 1997

ORDER TIME : 11:52 AM

ORDER NO. : 516787-005

100002283981 --4

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: DISC-US BOOKS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
 97 SEP -3 PM 2:39
 SEC. OF STATE
 TALLAHASSEE, FLORIDA

SN SEP - 3 1997

ARTICLES OF INCORPORATION
OF
DISC-US BOOKS, INC.

FILED
97 SEP -3 PM 2:39
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

DISC-US BOOKS, INC.

2. Principal Office. The principal office of the Corporation is:

3800 S. Tamiami Trail, Suite 18
Sarasota, Florida 34239

3. Mailing Address. The mailing address of the Corporation is:

3800 S. Tamiami Trail, Suite 18
Sarasota, Florida 34239

4. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Elizabeth Trupin
3800 S. Tamiami Trail, Suite 18
Sarasota, Florida 34239

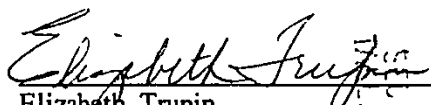
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Elizabeth Trupin
3800 S. Tamiami Trail, Suite 18
Sarasota, Florida 34239

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 26th day of August 1997.


Elizabeth Trupin
Incorporator and Registered Agent

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FILED