

P98000013657

ALBERT I. CASKILL
ATTORNEY AT LAW
103100 OVERSEAS HIGHWAY, SUITE 40
POST OFFICE BOX 1880
KEY LARGO, FLORIDA 33037
(305) 451-3028
FAX (305) 451-5511

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12:07

February 9th, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

800002426998--9
-02/10/98-01081-008
*****70.00 *****70.00

Via Federal Express

EFFECTIVE DATE

2-5-98

Re: ABC'S Book Supply, Inc.

Dear Sir/Madam:

I have enclosed the following items to be filed for the above named corporation:

1. Two original Articles of Incorporation for ABC'S Book Supply, Inc.
2. A check in the amount of Seventy Dollars made payable to the Secretary of State to cover the filing fee.
3. A pre-addressed Federal Express package for the return of the filed document.

Please file the enclosed Articles, and return same in the Fed-Ex package provided. If you have any questions regarding the foregoing, please contact my office.

Sincerely,



Albert I. Caskill

Enclosures

AIC/aal

D. BROWN FEB 11 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12:07**ARTICLES OF INCORPORATION****OF****ABC'S BOOK SUPPLY, INC.**

EFFECTIVE DATE

2-5-98

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I**NAME OF CORPORATION**

The name of the corporation is ABC'S Book Supply, Inc. and the mailing address 7309 West Flagler Street, Miami, Florida 33144.

ARTICLE II**COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III**PURPOSES**

The general purposes for which the corporation is organized are: To transact all lawful business for which the corporation may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV**NUMBER OF SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000 Shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

ARTICLE V**BY-LAWS**

The power to adopt, amend or repeal bylaws shall be vested in the board of directors and shareholders. The board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed, by the board of directors.

ARTICLE VI**REGISTERED AGENT**

The street address of the initial registered office of the corporation is 7309 West Flagler Street, Miami, Florida 33144, and the name of its resident agent is Rebeca Raquel Lamas.

ARTICLE VII**NUMBER OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one or more. The name and address of the initial director is:

Rebeca Raquel Lamas
10425 Southwest 62nd Street
Miami, Florida 33173

EXECUTED AT Monroe County, Florida, this 5th day of February, 1998.

Rebeca Raquel Lamas
REBECA RAQUEL LAMAS

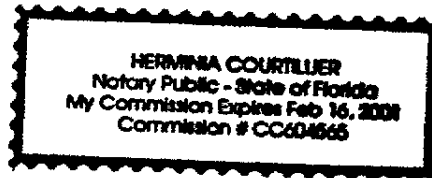
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5 day of February, 1998, by REBECA RAQUEL LAMAS, who is personally known to me or who has produced her drivers license as identification, and who did not take an oath, and who acknowledged before me that she executed the foregoing Certificate of Incorporation as her free act and deed and for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first written above.

Hermenia Courtiller
Notary Public, State of Florida

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 12:07

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That ABC'S Book Supply, Inc. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Rebeca Raquel Lamas, located at 10425 Southwest 62nd Street, Miami, Florida 33173, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at 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.

By: Rebeca Raquel Lamas
Rebeca Raquel Lamas, Resident Agent

Hermenia Courtiller

