

P010000 60066

MAY 26, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Dear Mr. Secretary:

Enclosed, please find the original and one (1) copy of the ARTICLES OF INCORPORATION, for filing with the Secretary of State, with regard to Incorporating my business:

A TEACHERS STORE, INC.
2920 JOG ROAD
GREENACRES CITY, FLORIDA 33467

My check, payable to the Florida Department of Revenue, in the sum of One Hundred, Twenty-Two and 50 cents (\$122.50) representing the filing fee for this service is attached.

Please forward an executed copy of the filed ARTICLES OF INCORPORATION to the following address:

ELOISE MORGAN, REGISTERED AGENT
2032 KENWOOD ROAD
WEST PALM BEACH, FLORIDA 33409

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-06/15/01--01008--008
122.50 **78.75

Very truly yours,


ELOISE MORGAN

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01 JUN 15 AM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER JUN 18 2001

ARTICLES OF INCORPORATION

OF

A TEACHERS' STORE, INC.

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

ARTICLE I

The name of the corporation shall be - A TEACHERS' STORE, INC.

ARTICLE II

The existence of the Corporation shall commence with the filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

The Corporation will be engaged in the business of selling any and all school supplies, as required by the Public Education Department.

ARTICLE IV

The initial Registered Agent of the Corporation will be:

ELOISE MORGAN

ARTICLE V

The total number of shares of stock authorized to be issued by the Corporation will be ONE HUNDRED (100) Shares of Capital Stock at NO PAR VALUE.

ARTICLE VI

The Corporation will have, initially, no Board of Directors. This may change in the course of the business progression, in accordance with the By-Laws of the Corporation.

ARTICLE VII

The name and address of the Incorporator of the Articles of Incorporation is:

PAMELA J. THOMAS, 2920 JOG RD, GREENACRES CITY, FLORIDA 33467

ARTICLE VIII

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) thereto, and any right conferred upon the Stockholders is subject to this reservation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 15 AM 7:15

FILED

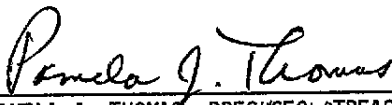
ARTICLES OF INCORPORATION: A TEACHERS' STORE, INC.

ARTICLE IX

The current working address is 2920 Jog Road, Greenacres City, Florida, 33467. This address may be changed from time to time, if the President so desires.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION this 28th day of May, in the year of our Lord 2001.

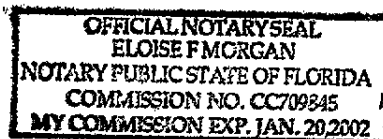
A TEACHERS' STORE, INC.


PAMELA J. THOMAS, PRES/SEC/TREAS/V-PRES.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County of Palm Beach, personally appeared PAMELA J. THOMAS, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me, to be the person who executed the same.


NOTARY PUBLIC
My Commission Expires



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607,0501, Florida Statutes, the undersigned incorporator for the Corporation, organized under the Laws of the State of Florida, submit the following statement in designating the Registered Office/Registered Agent, in the State of Florida;

1. The name of the Corporation is: A TEACHERS' STORE, INC.
2. The name and address of the Registered Agent, and office is:

ELOISE MORGAN
2032 KENWOOD ROAD
WEST PALM BEACH, FLORIDA 33409

3. INCORPORATOR:

Pamela J. Thomas

PAMELA J. THOMAS, PRESIDENT/SECRETARY/ TREASURER/VICE-PRESIDENT

Having been named as Registered Agent and to accept service of process for the above 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.

Signature

Eloise Morgan
Eloise Morgan

Date

6-12-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 15 AM 7:15

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