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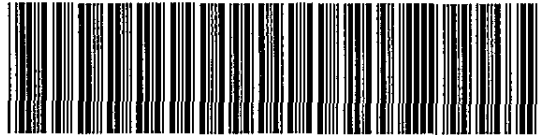
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATION
05 AUG -2 AM 8:51

Law Offices
John R. Forbes
8825 Perimeter Park Boulevard, Building 100
Jacksonville, Florida 32216

Admitted
State of Florida
District of Columbia

Telephone: (904) 737-3366
Facsimile: (904) 730-0023

July 29, 2005

Doris Brown
Document Specialist
Florida Department of State
Division of Corporations
409 Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

Ref: BOOKITOUT, Inc.

Dear Ms. Brown:

Enclosed herewith, please find the original and one fully executed copy of the Articles of Incorporation of BOOKITOUT, Inc. for filing.

In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50.

Please forward the Articles of Incorporation to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,



John R. Forbes, Esquire

JRF/jb
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 AUG -2 AM 8:51

ARTICLES OF INCORPORATION
OF
BOOKITOUT, INC.

ARTICLE I

The name of this corporation is BOOKITOUT, INC.

ARTICLE II

This Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial

Registered Office and Name of Initial Registered Agent

The initial street and mailing address of the registered agent of said corporation is 8825 Perimeter Park Boulevard, Suite 102,

Jacksonville, Florida 32216. The initial registered agent is John R. Forbes, Esquire. The initial street and mailing address of the corporation is 11246 Alumni Way, Jacksonville, Florida 32246.

ARTICLE VII
Initial Directors

The initial board of directors of this corporation are:

Shad M. Hedy	11246 Alumni Way
President	Jacksonville, FL 32246

Evelyn M. Hedy	11246 Alumni Way
Secretary/Treasurer	Jacksonville, FL 32246

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Shad M. Hedy	11246 Alumni Way
President	Jacksonville, FL 32246

ARTICLE IX
Amendments

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Shad M. Hedy, being the incorporator and the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th day of July, 2005.


Shad M. Hedy

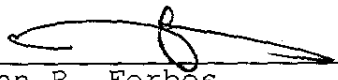
Certification Designating Place of Business or
Domicile for the Service of Process Within
This State, Naming Agent Upon Which Process
May Be Served

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

First: That BOOKITOUT, 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 Jacksonville, County of Duval, State of Florida, has named John R. Forbes, Esquire, 8825 Perimeter Park Boulevard, Suite 102, Jacksonville, Florida 32246 as its agent to accept service of process within the state.

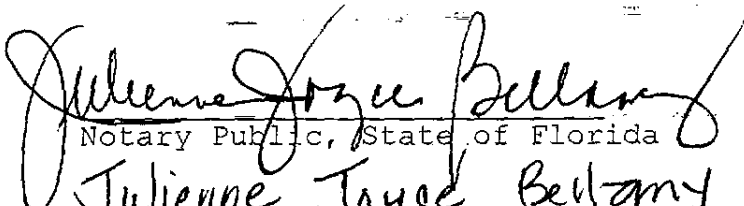
ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.


John R. Forbes

Sworn to and subscribed before me
this 29th day of July, 2005
appeared John R. Forbes, who is
personally known to me or who
produced the following identification.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Notary Public, State of Florida

Julianne Joyce Bellamy
Notary Name (Print)

My Commission expires:

