

F98000004526

MICHAEL K. McFADDEN

ATTORNEY AT LAW

200 CLEARWATER - LARGO ROAD SW
LARGO, FLORIDA 33770

TELEPHONE (813) 584-8161

June 30, 1998

FAX (813) 586-5813

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State of Florida-Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Woody's Cafe, Inc. d/b/a Book Bank USA

Dear Sirs/Ladies:

Please be advised this office currently represents Ms. Amy Schmaedeke, sole officer and director of Woody's Cafe, Inc., a Delaware corporation, which intends to do business in Florida as Book Bank USA. In this regard please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida and an Application for Registration of Fictitious Name together with our check in the amount of \$220.00 for the following:

1. Filing fees for Application by Foreign Corporation:	\$ 87.50
2. Certified Copy:	52.50
3. Filing fees for Application for Registration of Fictitious Name:	50.00
4. Certified Copy:	30.00
Check Amount:	\$220.00

We realize that there is a Woody's Cafe, Inc. already doing business under that time in the Clearwater area. That business is a cafe operated by Mr. Wadid Moussa in the name of Woody's Cafe. We have discussed that matter with Mr. Moussa and he has consented to our transacting business in Florida, since we are operating a bookstore, and will be doing business in the name Book Bank USA. We also understand that there is a Book Bank USA, Inc. operated by Mr. Vince Iampieri in the Largo Mall. We are purchasing his business at that location, but he wishes to retain his corporate entity for other purposes. He has obviously consented to our use of the name Book Bank USA, however, as a fictitious name for Woody's Cafe, Inc., in order to operate the book store and obtain the benefit of his existing advertising, telephone number, etc.

Accordingly, if the enclosures otherwise meet with your approval we would appreciate your processing both applications in the ordinary course of business and furnishing this office with a certificate of status both as to the authorization to transact

W98-15306

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June 30, 1998
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business in Florida and registration of fictitious name at your earliest convenience. Thank you in advance for your anticipated cooperation and prompt attention to this request. If you have any questions or comments, or need anything further in order to comply with this request, please do not hesitate to contact this office.

Sincerely,

Michael K. McFadden

MKM:lrg
enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

MICHAEL K. MCFADDEN, ESQ.
200 CLEARWATER-LARGO RD SW
LARGO, FL 33770

SUBJECT: WOODY'S CAFE, INC.
Ref. Number: W98000015306

We have received your document for WOODY'S CAFE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

As Woody's Cafe, Inc. must adopt an alternate name for use in Florida by resolution, the fictitious name application is not needed to adopt Book Bank USA Inc for use in Florida. However, if you want to file said fictitious name application please remit the \$50.00 filing or \$80.00 if a certified copy is requested.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 098A00036124



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

August 3, 1998

Michael K. McFadden
Attorney at Law
200 Clearwater - Largo Road SW
Largo, FL 33770

Dear Mr. McFadden:

Re: "Book Bank USA, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Amy Emily Schmaedeke, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
Woody's Cafe, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on August 4, 19 98.

Be it resolved, that Woody's Cafe, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Book Bank USA, Inc. for use in Florida.

Dated: _____

Amy Schmaedeke
Signature of either Chairman, Vice Chairman or any officer

Amy Emily Schmaedeke

Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. WOODY'S CAFE, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 59-3516175
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-21-98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 7-1-98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 880 Mandalay Ave. #510N
Clearwater, Florida 33767
(Current mailing address)
8. ownership and operation of bookstore
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Michael K. McFadden
Office Address: 200 Clearwater-Largo Road
Largo, Florida, 33771
(Zip Code)

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DIVISION OF CORPORATIONS
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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael K. McFadden
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: Amy Schmaedeke

Address: 880 Mandalay Avenue #510N

Clearwater, Florida 33767

Director: n/a

Address: _____

B. OFFICERS

President: Amy Schmaedeke

Address: 880 Mandalay Avenue #510N

Clearwater, Florida 33767

Vice President: n/a

Address: _____

Secretary: Amy Schmaedeke

Address: 880 Mandalay Avenue #510N

Clearwater, Florida 33767

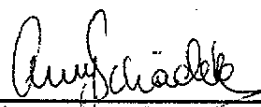
Treasurer: Amy Schmaedeke

Address: 880 Mandalay Avenue #510N

Clearwater, Florida 33767

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.


Amy Schmaedeke - President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WOODY'S CAFE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 10:01




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9205477

DATE: 07-20-98

CERTIFICATE OF INCORPORATION
OF
WOODY'S CAFE, INC.

FIRST. The name of this corporation shall be:

WOODY'S CAFE, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is CORPORATE AGENTS, INC.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

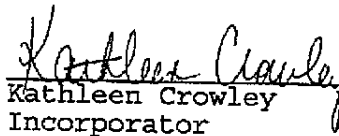
One Thousand Five Hundred (1,500) shares without par value.

FIFTH. The name and mailing address of the incorporator is as follows:

Kathleen Crowley
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twenty-first day of April, A.D. 1998.


Kathleen Crowley
Incorporator