



L00000014646

ACCOUNT NO. : 072100000032

REFERENCE : 910856 9104A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : November 28, 2000

ORDER TIME : 11:40 AM

ORDER NO. : 910856-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

800003478898--0

DOMESTIC FILING

NAME: BARCLAY BOOKS, L.L.C.

000A00000478
EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: *11/28*

00 NOV 28 PM 2:37

RECEIVED

11/28

FILED
NOV 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11/27/2000

BARCLAY BOOKS, L.L.C.
ARTICLES OF ORGANIZATION

The undersigned, acting as agent for a member, for the purpose of forming BARCLAY BOOKS, L.L.C. (the "Company"), as a limited liability company under the Florida Limited Liability Company Act, Chapter 608, FLORIDA STATUTES, hereby executes the following Articles of Organization pursuant to the requirements of Chapter 608, FLORIDA STATUTES.

ARTICLE 1.

Name

The name of the Company is:

BARCLAY BOOKS, L.L.C.

ARTICLE 2.

Mailing Address

The mailing address of the Company is:

6161 51ST Street South
St. Petersburg, FL 33715

ARTICLE 3.

Street Address

The street address of the principal office of the Company is:

6161 51ST Street South
St. Petersburg, FL 33715

FILED
00 NOV 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED DATE
11/27/2000

ARTICLE 4.

Registered Agent and Office

The name and street address of the Company's initial registered agent in the State is:

RICHARD O. JACOBS
Suite 1600
200 Hundred Central
Ave.
St. Petersburg, FL 33701

ARTICLE 5.

Duration

The effective date shall be November 27, 2000.
The period of duration for the Company is perpetual.

ARTICLE 6.

Management

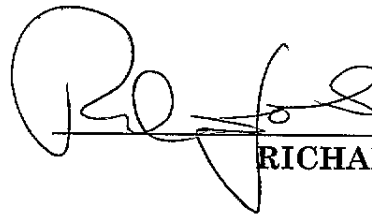
The Company is a manager-managed company.

ARTICLE 7.

Continuation of Business

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company will not cause a dissolution of the Company, and the remaining members have the right to continue the business of the limited liability company.

IN WITNESS WHEREOF, these Articles of Organization have been executed.

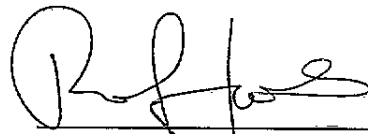


RICHARD O. JACOBS

FILED
00 NOV 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/27/2000

STATEMENT BY REGISTERED AGENT

I hereby accept the appointment as registered agent of BARCLAY BOOKS, L.L.C., a Florida limited liability company. I am familiar with, and accept, the obligations of that position as provided for in Chapter 608, FLORIDA STATUTES.



RICHARD O. JACOBS
Registered Agent

STP1 #386180 v1

EFFECTIVE DATE
11/27/2000

FILED
00 NOV 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA