

L05000001788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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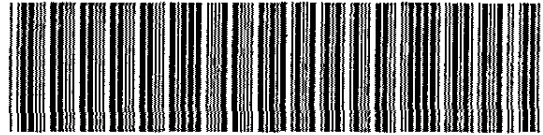
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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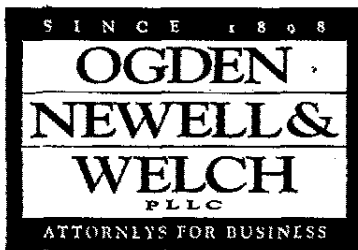
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L05-1788
OK



1700 PNC PLAZA
500 WEST JEFFERSON STREET
LOUISVILLE, KENTUCKY 40202-2874
(502) 582-1601
FAX (502) 581-9564
www.ogdenlaw.com

December 29, 2004

VIA FEDERAL EXPRESS

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

**Re: Gray's College Bookstore at USF, LLC
Our File No.: 33241/1**

Dear Sir or Madam:

Enclosed please find the an original and two photocopies of the Articles of Organization for the above referenced limited liability company. Also, enclosed please find a check in the amount of \$125.00 for fees as follows:

\$100.00	Filing fee for Application
\$ 25.00	Designation of Registered Agent

Please file the document and return a file stamped copy to me in the enclosed self addressed envelope. If you have any questions regarding this matter, please contact me immediately at (502) 560-4207.

Sincerely,

Tennia Y. Hill
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure
cc: Laura H. Pulliam

Articles of Organization

of

Gray's College Bookstore at USF, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Chapter 608 of the Florida Statutes and adopts the following Articles of Organization of such limited liability company:

Article I

The name of the limited liability company is:

GRAY'S COLLEGE BOOKSTORE AT USF, LLC

Article II

The mailing address and street address of the initial principal place of business of the limited liability company is:

2836 E. Fletcher Avenue
Tampa, Florida 33612

Article III

The name and street address of the registered agent is:

James M. Gray
2836 E. Fletcher Avenue
Tampa, Florida 33612

Article IV

The management of the limited liability company is reserved to managers elected and/or appointed in accordance with the operating agreement of the limited liability company. Only those elected or appointed as managers may bind the limited liability company, and no member, by reason of being a member, may bind the limited liability company. The authority of the managers shall be exercised in accordance with the operating agreement of the limited liability company.

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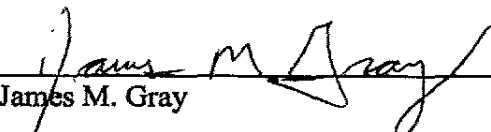
Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Chapter 608 of the Florida Statutes and the operating agreement of the limited liability company.


Article VI

Except as otherwise provided by Florida law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Date: December 28, 2004


James M. Gray

This Instrument Prepared By:

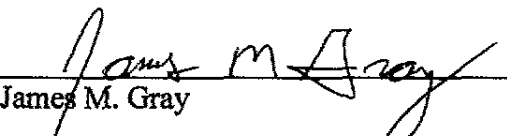

Laura H. Pulliam, Esq.
Ogden Newell & Welch PLLC
1700 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202
(502) 582-1601

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TALLAHASSEE, FLORIDA

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Consent of Initial Agent for Service of Process to Serve

Having been named as registered agent and to accept service of process for Gray's College Bookstore at USF, LLC at the place designated in these Articles, 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 as provided for in Chapter 608, F.S.


James M. Gray