

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L08000028764
FILED 8:00 AM
March 18, 2008
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:
GRAY'S COLLEGE BOOKSTORE AT UCF, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
4250 ALAFAYA TRL.
SUITE 176
OVIEDO, FL. US 32765

The mailing address of the Limited Liability Company is:
825 S. FLOYD ST.
LOUISVILLE, KY. US 40203

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
JAMES M GRAY
11203 CLAYRIDGE DR.
TAMPA, FL. 33635

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: JAMES M GRAY

Article V

The name and address of managing members/managers are:

Title: MGR
CHARLES E GRAY
702 COL. ANDERSON PKWY
LOUISVILLE, KY. 40222 US

Title: MGR
WILLIAM D GRAY
8525 NEW OAK LN
HUNTERSVILLE, NC. 28078 US

Title: MGR
JAMES M GRAY
11203 CLAYRIDGE DR.
TAMPA, FL. 33635 US

Article VI

The effective date for this Limited Liability Company shall be:

04/01/2008

Signature of member or an authorized representative of a member

Signature: JAMES M. GRAY

L08000028764
FILED 8:00 AM
March 18, 2008
Sec. Of State
nculligan