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TALLAHASSEE, FLORIDA

D. BRUCE

APR 11 2012

EXAMINER

- Estate & Legacy Planning
- Estate & Asset Protection
- Tax Strategies
- Business Financial Design
- Probate
- Corporate
- Financial Services

BRIAN J. DOWNEY & ASSOCIATES
Attorney-at-Law

Bonita Springs - Fort Myers

April 6, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

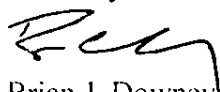
Re: Mellow Pages Rare Books, LLC

Gentlemen:

I enclose one and a copy of the Articles of Organization for the above limited liability company along with a separate check for \$130 representing the filing fee for the company.

Please process the Articles and return the time-stamped copies along with a Certificate of Existence using the self-addressed envelope provided.

Sincerely,


Brian J. Downey

Enc.: as stated
cc: client

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MELLOW PAGES RARE BOOKS, LLC**

1. Name. The name of this limited liability company is MELLOW PAGES RARE BOOKS, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence commencing on the filing of the Articles of Organization with the State of Florida and continues even though a membership of a member is terminated.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, including buying and selling used and rare books, and such other lawful activities as are reasonably necessary, convenient or incidental to this purpose.

4. Place of Business. The mailing and street address of the Company's principal office is 8490 Creek Run Drive, Bonita Springs, Florida 34135.

5. Registered Agent and Office. The name of the initial registered agent of the Company is David Horenstein. The street address of the initial registered agent of the Company is 8490 Creek Run Drive, Bonita Springs, Florida 34135.

6. Additional Members. Additional members to the Company may be admitted as provided for in the Company's Operating Agreement.

7. Management of the Company. The Company shall be managed by its managers, in accordance with the Regulations adopted by all of the members. The name and address of the manager is:

David Horenstein
8490 Creek Run Drive
Bonita Springs, FL 34135

8. Voting. The Company is authorized to issue membership interests with voting rights and membership interests without voting rights.

9. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

10. Members' Rights. Pursuant to section 608.4235 of the Florida Statutes, no member of the Company other than the managers shall be an agent of the company solely by virtue of being a member, and no member other than the managers shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Operating Agreement of the company as defined in section

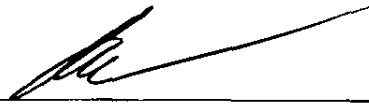
CLERK OF STATE
TALLAHASSEE, FLORIDA

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608.402(24) of the Florida Statutes must be in writing and signed by all the initial members.

The undersigned managers freely executed these Articles of Organization effective as of the 6th day of April, 2012, affirming under penalties of perjury that the facts herein are true.



David Horenstein, Manager

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in that capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



David Horenstein, Registered Agent

Dated: April 6th, 2012

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