

**Electronic Articles of Incorporation
For**

N07000006988
FILED
July 17, 2007
Sec. Of State
jshivers

BOOKEXPRESS AMERICA, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BOOKEXPRESS AMERICA, INC.

Article II

The principal place of business address:

8840 SW 150TH ST.
MIAMI, FL. US 33176

The mailing address of the corporation is:

8840 SW 150TH ST.
MIAMI, FL. US 33176

Article III

The specific purpose for which this corporation is organized is:

TO IMPROVE THE LIVES OF UNDERSERVED YOUTH BY ENRICHING
THEIR EDUCATION AND WELL-BEING.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

ALINA R ARMADA
8840 SW 150TH ST.
MIAMI, FL. 33176

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ALINA ARMADA

Article VI

The name and address of the incorporator is:

DANIEL LAGE
818 MAJORCA AVE.

CORAL GABLES, FL, 33134

Incorporator Signature: DANIEL LAGE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIR
DANIEL E LAGE
818 MAJORCA AVE.
CORAL GABLES, FL. 33134 US

Title: DIR
ALINA R ARMADA
8840 SW 150TH ST.
MIAMI, FL. 33176 US

Title: DIR
RAFAEL A PENALVER
1101 BRIKELL AVE.
MIAMI, FL. 33131 US

Article VIII

The effective date for this corporation shall be:

07/16/2007