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FLORIDA PROFIT CORPORATION OR P.A.

A CAROUSEL OF BOOKS, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION  
OF  
A CAROUSEL OF BOOKS, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is A CAROUSEL OF BOOKS, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business  
permitted under the laws of the United States and of the State of  
Florida.

THIS INSTRUMENT WAS PREPARED BY:  
JOHN C. DEW, ESQUIRE  
HARRIS, BARRETT, MANN & DEW, L.L.P.  
P.O. DRAWER 1441  
ST. PETERSBURG, FL 33731-1441  
(727) 892-3100  
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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 1293 S. Missouri Avenue, Clearwater, Pinellas County, Florida 33756.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Tarry Drake-Schaffner, 1293 S. Missouri Avenue, Clearwater, Pinellas County, Florida 33756. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have Two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tarry Drake-Schaffner	1293 S. Missouri Avenue Clearwater, FL 33756
Steven Schaffner	1293 S. Missouri Avenue Clearwater, FL 33756

ARTICLE VII

OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Tarry Drake-Schaffner/ President	1293 S. Missouri Avenue Clearwater, FL 33756
Steven Schaffner/Vice- President/Secretary	1293 S. Missouri Avenue

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ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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ARTICLE X

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

Tarry Drake-Schaffner	1293 S. Missouri Avenue Clearwater, FL 33756
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IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Tarry Drake-Schaffner.

Dated this 21<sup>st</sup> day of February, 2000.

*Tarry Drake-Schaffner*  
TARRY DRAKE-SCHAFFNER

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2000, by Tarry Drake-Schaffner who is personally known to me or who has produced MISSOURI D.L. 49460-9155 as identification.

*Margaret L. Egan*

Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:



Margaret L. Egan  
MY COMMISSION # CC871196 EXPIRES  
January 31, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That A CAROUSEL OF BOOKS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Tarry Drake-Schaffner, located at 1293 S. Missouri Avenue, Clearwater, FL 33756, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Tarry Drake-Schaffner*  
Tarry Drake-Schaffner,  
Registered Agent

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