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LAW OFFICES OF
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Mailing Address:
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June 5, 2000

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

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*****78.75 *****78.75

RE: iTextbookBroker.com, Inc.


Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of iTextbookBroker.com, Inc., a new corporation. Also enclosed herewith is this firm's check payable to the order of the "Florida Department of State" in the amount of \$78.75.

The funds transmitted herewith include \$35.00 for the filing fee, \$8.75 for the certified copy and \$35.00 for the registered agent designation.

Please file these Articles of Incorporation at your earliest convenience and send the certified copy and acknowledgment to me when completed. Thank you.

Sincerely,


Stephen A. Scott

SAS/llm

Enclosures

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EFFECTIVE DATE
6-5-00

FILED
00 JUN -6 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
iTextbookBroker.com, Inc.

In compliance with the requirements of Chapter 607, Fla.Stat., the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation is iTextbookBroker.com, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 2811 N.W. 58th Boulevard, Gainesville, FL 32606.

ARTICLE III
DURATION

The corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if these Articles are not filed by the Florida Department of State within five (5) business days after they are executed, corporate existence shall commence when they are so filed.

ARTICLE IV
AUTHORIZED SHARES

This Corporation is authorized to issue a maximum of 100 shares, all of which shall be common shares, identical with each other in every respect. The holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 2811 N.W. 58th Boulevard, Gainesville, FL 32606. The Corporation's initial registered agent at that address is CLAYTON H. KALLMAN.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
CLAYTON H. KALLMAN	2811 N.W. 58th Boulevard Gainesville, FL 32606

ARTICLE VII
INDEMNIFICATION

The corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII
BYLAWS

The initial bylaws of the corporation shall be adopted by the directors.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 5th day of June, 2000.

x Clayton H. Kallman
CLAYTON H. KALLMAN, as incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for iTextbookBroker.com, Inc. at the place designated in the articles of incorporation, I accept the appointment as registered agent. I am familiar with and accept the obligations of that position and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Date: June 5, 2000

x Clayton H. Kallman
CLAYTON H. KALLMAN

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SECRETARY OF STATE
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