

PO1000006314
(SAMPLE LETTER OF TRANSMITTAL)

DATE JAN 11, 2001

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

FILED
01 JAN 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BOOKS - A - PLUS INC, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

500003539305--2
-01/16/01--01153--017
*****78.75 *****78.75

X Harold Smith
(Individual's Name)

BOOKS - A - PLUS INC
(Name of Corporation)

| | | |
|--------------------------------|----------|--------------|
| MAILING ADDRESS OF CORPORATION | | |
| 1707 2ND AVE EAST | | |
| PALMETTO FL 34221 | | |
| PHONE | | 941-720-4050 |
| (941) | 228-4833 | |
| Area Code | Number | Ext. |

ARTICLES OF INCORPORATION

// of //
Books - A - Plus, INC
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

//
Books - A - Plus, INC
//

FILED
01 JAN 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | | |
|----------------|--------------------------|---------|----------------|
| STREET ADDRESS | <u>1707 2ND AVE EAST</u> | | |
| CITY | <u>Palmetto</u> | FLORIDA | <u>FLORIDA</u> |
| | | ZIP | <u>34221</u> |

Mailing address, if different

| | | | |
|----------------|------------|---------|--|
| STREET ADDRESS | <u>N/A</u> | | |
| CITY | | FLORIDA | |
| | | ZIP | |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | | |
|---------|--------------------------|---------|----------------|
| NAME | <u>HAROLD L SMITH</u> | | |
| ADDRESS | <u>1707 2ND AVE EAST</u> | | |
| CITY | <u>Palmetto</u> | FLORIDA | <u>FLORIDA</u> |
| | | ZIP | <u>34221</u> |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 500 (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | | |
|-----------------|--|--------------|--|
| NAME | <u>HAROLD LEROY SMITH VICE PRESIDENT</u> | | |
| ADDRESS | <u>1703 4TH AVE WEST</u> | | |
| CITY | STATE | ZIP | |
| <u>PALMETTO</u> | <u>FLORIDA</u> | <u>34221</u> | |
| NAME | <u>CHARLES BERNARD SMITH PRESIDENT C.E.O</u> | | |
| ADDRESS | <u>1701 4TH AVE WEST</u> | | |
| CITY | STATE | ZIP | |
| <u>PALMETTO</u> | <u>FLORIDA</u> | <u>34221</u> | |
| NAME | | | |
| ADDRESS | | | |
| CITY | STATE | ZIP | |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|-----------------|------------------------------|--------------|--|
| NAME | <u>HAROLD LEROY SMITH</u> | | |
| ADDRESS | | | |
| CITY | STATE | ZIP | |
| <u>PALMETTO</u> | <u>FLORIDA</u> | <u>34221</u> | |
| NAME | <u>CHARLES BERNARD SMITH</u> | | |
| ADDRESS | <u>1701 4TH AVE WEST</u> | | |
| CITY | STATE | ZIP | |
| <u>PALMETTO</u> | <u>FLORIDA</u> | <u>34221</u> | |
| NAME | | | |
| ADDRESS | | | |
| CITY | STATE | ZIP | |

The undersigned incorporator(s) have executed these Articles of Incorporation this 11 TH day of JAN, 19 2001.

X Charles Bernard Smith (Signature)

X Harold Leroy Smith (Signature)

X _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 16 PM 3:00

FILED

"BOOKS-A-PLUS, INC."
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1707 2ND AVE EAST PALMETTO
FLORIDA

has named HAROLD LEROY SMITH

located at the aforesaid address, as its registered agent to accept service of process within this state.

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

Charles B. Smith 1/11/01
Harold Leroy Smith 1/11/01
(Signature) (Date)