

TRANSMITTAL LETTER

Pol000032116

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

SUBJECT: E-TextBooks, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

01 MAR 26 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Leopoldo Gomez
Name (Printed or typed)

245 SE 1st. Street Ste 430
Address

Miami, Fl. 33131.
City, State & Zip

305-579-4727
Daytime Telephone number

300003909603--4
-03/26/01--01104--024
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

03/29

ARTICLES OF INCORPORATION OF

E-TextBooks INC.

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ARTICLE I - NAME

The name of this corporation is: E-TextBooks, INC., with the principal place of business located at: 245 SE 1ST. STREET STE 430, MIAMI, FL. 33131.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the Registered Office of this corporation is: 245 SE 1ST. STREET STE 430, MIAMI, FL. 33131.

The name of the initial Registered Agent of this corporation is: LEOPOLDO GOMEZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 initials director of this corporation is:

FERNANDO EGEA, 245 SE 1ST. STREET STE 430, MIAMI, FL. 33131.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

LEOPOLDO GOMEZ, 245 SE 1ST. STREET STE 430, MIAMI, FL. 33131.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

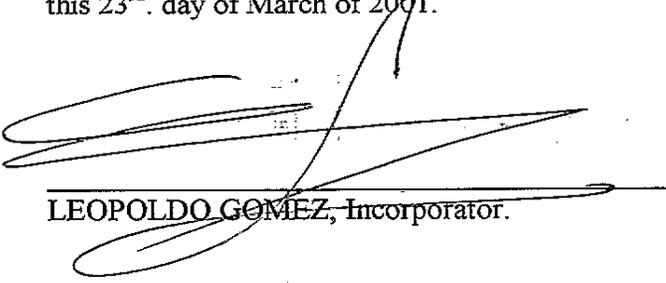
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd. day of March of 2001.


LEOPOLDO GOMEZ, Incorporator.

FILED

01 MAR 26 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

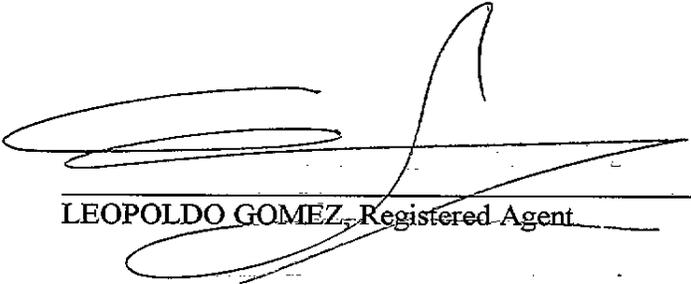
CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That E-TextBooks, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed Mr. LEOPOLDO GOMEZ as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of E-TextBooks, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 23rd day of March of 2001.


LEOPOLDO GOMEZ, Registered Agent