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THE MILLHORN LAW FIRM
Attorneys at Law

Michael D. Millhorn
Edward L. Mann, Jr.
Fred W. Mundie, Jr.
Susan Sullivan

The Pines Professional Center
Suite 100
13710 U.S. 441
Lady Lake, Florida 32159
Telephone: (352) 753-9333
Fax: (352) 753-7447
E-Mail: michael@millhorn.com

September 17, 2001

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-09/20/01--01033--021
*****78.75 *****78.75

RE: FLYING HIGH BOOKS, INC.

Dear Division of Corporations:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM



Michael D. Millhorn
Attorney at Law

encl.

FILED
01 SEP 20 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BLALOCK SEP 24 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLYING HIGH BOOKS, INC.**

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is: **FLYING HIGH BOOKS, INC.**

and the principal mailing address of the corporation is:

**10544 SE 151 STREET
SUMMERFIELD, FLORIDA 34491**

Article II - Purpose

The general purpose for which the Corporation is organized is to include the marketing, distribution and sale of products, and any transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares—Class 'A' voting," which shall be entitled to one vote per share.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**10544 SE 151 STREET
SUMMERFIELD, FLORIDA 34491**

and the name of the initial registered agent of this Corporation at that office is:

GAYE MARTIN

Article VI - Initial Board of Directors

This Corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The name and address of the initial Directors of this Corporation are as follows:

GAYE MARTIN
10544 SE 151 STREET
SUMMERFIELD, FLORIDA 34491

CONNIE NEUMANN
10140 SE 139 PLACE
SUMMERFIELD, FLORIDA 34491

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

GAYE MARTIN
7706 CR. 109D
SUMMERFIELD, FLORIDA 34491

Article VIII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 17 day of September, 2001.



GAYE MARTIN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17 DAY OF September, 2001.



GAYE MARTIN

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared **GAYE MARTIN**, who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of FLYING HIGH BOOKS, INC. and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of September, 2001.

(SEAL)



NOTARY PUBLIC
My Commission Expires:



Michael D. Millhorn
MY COMMISSION # CC998135 EXPIRES
February 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.