

Division of Corporations

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Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : DREW S. SHERIDAN  
Account Number : 072634000747  
Phone : (305)596-3368  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**U.S. FACULTY BOOKS CORP.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF U.S. FACULTY BOOKS CORP.**

The undersigned subscriber to these Articles of Incorporation of U.S. FACULTY BOOKS CORP., a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is U.S. FACULTY BOOKS CORP.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:  
a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.

b. To engage in the business of book wholesaling.

c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and to exercise all the powers specified under the Florida General Corporation Act.

b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.

c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

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e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

#### ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. 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, each having the par value of ten (\$.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

#### ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02. Transactions with Directors. Any contract or other transaction between the

H01000123340 1

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Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

#### ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

Section 7.01. Registered Office. The address of the initial registered office of the Corporation is 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173.

Section 7.02. Registered Agent. Pursuant to §48.091 of the Florida Statutes, U.S. FACULTY BOOKS CORP. has named DREW S. SHERIDAN as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

#### ARTICLE VIII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

#### ARTICLE IX - DIRECTORS

This Corporation shall have one director initially:

DREW S. SHERIDAN of 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173

The person named as initial director shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

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ARTICLE X - OFFICERS

The initial officers of this Corporation shall be as follows:  
President and Secretary/Treasurer:

DREW S. SHERIDAN of 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173

The person named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - INCORPORATOR

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

DREW S. SHERIDAN of 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173

ARTICLE XII - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XIII - AMENDMENT

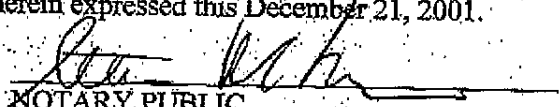
This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

*IN WITNESS WHEREOF*, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this December 21, 2001.

  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared DREW S. SHERIDAN the Incorporator herein, who is personally known to me and who, executed the foregoing Articles of Incorporation and took an oath and states that the contents of the foregoing Articles of Incorporation are true and correct and that it is filed for the purposes therein expressed this December 21, 2001.

  
NOTARY PUBLIC



Stephen A. Kress  
MY COMMISSION # DD007760 EXPIRES  
March 8, 2005  
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 of the Florida Statutes, U.S. FACULTY BOOKS CORP., organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Corporation, in the State of Florida.

1. The name of the corporation is U.S. FACULTY BOOKS CORP.
2. The name and address of the registered agent and office of the Corporation is DREW S. SHERIDAN of 7765 S.W. 87th Avenue Suite 102 Miami, Florida 33173

Signature:



DREW S. SHERIDAN, President/Secretary

(SEAL)

Date: December 21, 2001

**ACKNOWLEDGMENT:** Having been named as registered agent and to accept service of process for this Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the duties, responsibilities and obligations of my position as registered agent of the corporation.

Signature:



DREW S. SHERIDAN, Registered Agent

(SEAL)

Date: December 21, 2001

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