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AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

January 25, 2002

Via Federal Express 8256 9166 0535

Secretary of State  
Division of Corporations  
409 East Gain Street  
Tallahassee, FL 32399

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-01/28/02--01037--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

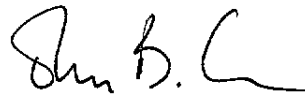
Re: **Incorporation of Festival Books Orlando, Inc.**  
**File Number 4-1345-1**

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,



Edward B. Cohen

EBC/gla  
Enclosures

FILED  
2002 JAN 28 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1/31/02

**ARTICLES OF INCORPORATION**  
**OF**  
**FESTIVAL BOOKS ORLANDO, INC.**

**FILED**

2002 JAN 28 PM 3:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is  
FESTIVAL BOOKS ORLANDO, INC.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To own and operate a retail book store and cafe.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is c/o Edward B. Cohen, 54 S.W. Boca Raton Blvd., Boca Raton, Florida 33432. The initial registered agent of this corporation is Edward B. Cohen, 54 S.W. Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director, initially. The names and addresses of the initial Director of this corporation is:

Arthur Smoot  
3520 N.W. 29th  
Lauderdale Lakes, FL 33311

**ARTICLE VII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE VIII**

**INCORPORATOR**

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

Arthur Smoot  
3520 N.W. 29th  
Lauderdale Lakes, FL 33311

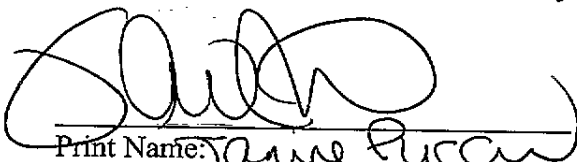
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of JAN, 2002.

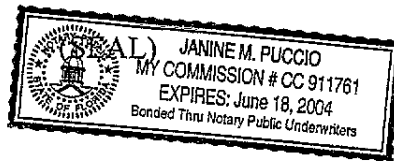
ARTHUR SMOOT

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

Sworn to and subscribed before me this 25 day of Jan, 2002, by  
Arthur Smoot, who is personally known to me (or who has produced DL S5300SOSS3700  
as identification).

  
Print Name: Janine Puccio  
Notary Public, State of Florida



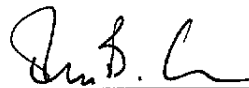
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FESTIVAL BOOKS ORLANDO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at c/o 54 S.W. Boca Raton Blvd., Boca Raton, Florida 33432, in the City of Boca Raton, County of Palm Beach, State of Florida has named Edward B. Cohen, its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



EDWARD B. COHEN  
(Registered Agent)

**FILED**  
2002 JAN 28 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA