

**P02000045637**

**MICHAEL K. McFADDEN**  
ATTORNEY AND COUNSELOR AT LAW  
200 CLEARWATER-LARGO ROAD S  
LARGO, FLORIDA 33770

Telephone (727) 584-8161

Facsimile (727) 586-5843

April 8, 2002

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

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RE: Incorporation - Book Bank USA, Inc.

Dear Sirs/Ladies:

Please find enclosed for filing with your office the Articles of Incorporation for the referenced corporation along with a designation and acceptance of the Registered Agent.

Also enclosed is this firm's trust account check in the amount of \$122.50 for filing fees, designation of registered agent and certified copy.

If the foregoing meets with your approval please file the Articles and return a certified copy to the above address.

Please note that there are already two corporations named Book Bank USA, Inc., on your records. The first, bearing document number P93000026501 is the previous corporate owner of the business now being operated by Woody's Café, Inc., a Florida corporation, and has been inactive since its business was purchased by the current owner. The second Book Bank USA, Inc., is a fictitious name for Woody's Café, Inc., a Delaware corporation, which is now incorporating its business in Florida under this previous fictitious name, after which the Delaware corporate shell will be dissolved. Thus, there will be no conflict created by allowing the incorporation of Book Bank USA, Inc., a Florida corporation, with any other entity previously bearing that name.

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments about this filing or the potential name conflict with other corporations bearing the name Book Bank USA, Inc., please do not hesitate to contact this office.

Sincerely,

*Michael K. McFadden*

Michael K. McFadden

MKM:lrg  
enclosures

4-25-02  
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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

August 3, 1998

Michael K. McFadden  
Attorney at Law  
200 Clearwater - Largo Road SW  
Largo, FL 33770

Dear Mr. McFadden:

Re: "Book Bank USA, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,



Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 414-8058

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

**CERTIFICATE OF DOMESTICATION**

THE UNDERSIGNED, **AMY SCHMAEDEKE**, President of **WOODY'S CAFÉ, INC., a foreign corporation, d/b/a BOOK BANK USA, INC.**, in accordance with F.S. 607.1801 does hereby certify:

1. The date of which the corporation was first formed was **April 21, 1998.**

2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came in to being was the **State of Delaware.**

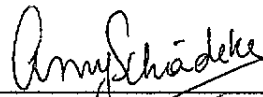
3. The name of the corporation immediately prior to filing this Certificate of Domestication was **WOODY'S CAFÉ, INC., d/b/a BOOK BANK USA, INC.**

4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to F.S. 607.0202 and 607.0401 with this certificate is **BOOK BANK USA, INC.**

5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereof under applicable law immediately prior to the filing of the Certificate of Domestication was **10500 Ulmerton Road, Suite 360, Largo, Florida 33771.**

6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to F.S. 607.1801.

I am President, sole director and shareholder of **WOODY'S CAFÉ, INC., d/b/a BOOK BANK USA, INC.**, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 23 day of April, 2002.



AMY SCHMAEDEKE, President  
Sole Director and Shareholder

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ARTICLES OF INCORPORATION

OF

BOOK BANK USA, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is BOOK BANK USA, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general character or nature of the business to be transacted by this Corporation is to own and operate a bookstore.

The Corporation shall also be authorized:

(a) To acquire by purchase, lease or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired; to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances; to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to encumber or dispose of any lands, interests in lands, buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate

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real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the

State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including a purchase of its own shares.

(h) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth in any part of the world to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable and expedient in carrying on any of the businesses or acts above-named.

The intention is that none of the objects and powers hereinabove set forth shall be in anywise limited or restricted by reference to or inference from the terms of any other objects,

powers or clauses of this Article or any other Articles, and that the objects and powers specified in each of the clauses in this Article shall be regarded as independent.

#### ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, redeemable at any time for par value at the option of the company.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 Clearwater-Largo Road South, Largo, Florida 33770. The name of the initial registered agent of this corporation at that address is Michael K. McFadden.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of one Director. The number of Directors may be increased or decreased as provided for by the By-Laws adopted by the Shareholders, with one (1) Director being sufficient to constitute the Board. However, at no time will there be more than three directors nor less than one director. The name and address of the Incorporator and initial Director of this Corporation and the Corporation's principal place of business are:

AMY SCHMAEDEKE, Incorporator  
880 Mandalay Avenue, #510N  
Clearwater, Florida 33767

BOOK BANK USA, Inc.  
10500 Ulmerton Road  
Suite 360  
Largo, Florida 33771

#### ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE VIII. PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative

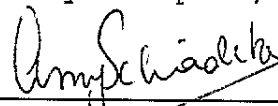


written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE IX. RESTRICTIONS

The Capital Stock of the Corporation may be made subject to restrictions on transferability by agreement among the holders of issued and outstanding shares, or between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times.

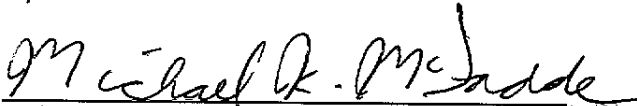
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 2002.

  
\_\_\_\_\_  
AMY SCHMAEDEKE

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared AMY SCHMAEDEKE, who is personally known to me and who acknowledged before me that she executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 8th day of April, 2002.

  
\_\_\_\_\_  
Notary Public



Michael K. McFadden  
Commission # 00878118  
Expires Nov. 26, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

STATE OF FLORIDA

DEPARTMENT OF STATE

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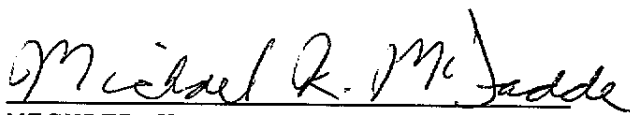
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted in compliance with Section 607.325,  
Florida Statutes:

BOOK BANK USA, INC., a corporation organized (or organizing)  
under the laws of the State of Florida with its principal office in  
Suite 360, 10500 Ulmerton Road, Largo, Pinellas County, Florida  
33771, has named Michael K. McFadden at 200 Clearwater-Largo Road  
South, Largo, Florida 33770, as its agent to accept service of  
process within this State.

**ACCEPTANCE:**

I accept appointment as Registered Agent, and am familiar with  
and accept the obligations provided for in Section 48.091, Florida  
Statutes, as required by law. Dated April 8, 2002.

  
MICHAEL K. McFADDEN  
200 Clearwater-Largo Road South  
Largo, Florida 33770  
Telephone (727) 584-8161  
Facsimile (727) 586-5813  
Registered Agent