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LAW OFFICE OF DON D. G. JAMES, P.A.

North Gables Executive Center
1000 Ponce de Leon Blvd., Suite 115,
Coral Gables, Florida 33134
Telephone (305) 441-6666
Facsimile: (305) 441-2552

August 7, 2002

Division of Corporations
409 E. Gaines Street,
Tallahassee, Florida 32314

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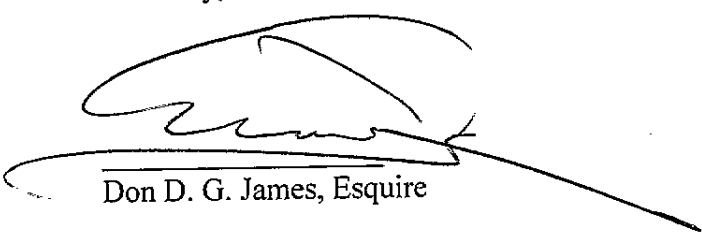
Dear Sirs:

Enclosed, please find our draft of Articles of Incorporation for our clients: SR. FISH CORPORATION and BOOKS FOR LESS, INC. We have also enclosed our checks for \$78.75 for each client, same being the appropriate filing fee, as advised.

Kindly forward to our office, the officially conformed copy of the Articles of Incorporation and all relevant documents concerning this matter.

Thank you for your professional assistance and please feel free to call our office if you have any questions.

Sincerely,



Don D. G. James, Esquire

DL / jm

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2002 AUG -9 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BOOKS FOR LESS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

_____The name of the corporation is: BOOKS FOR LESS, INC.

ARTICLE II - PURPOSE

_____This corporation is organized for the purpose of performing and engaging in all lawful pursuits and the purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE III - REGISTERED OFFICE

_____The initial address of the registered office, Principal Office and Mailing Address of this Corporation is: 114 Mendoza Avenue, #11, Coral Gables, Florida 33134

ARTICLE IV - DURATION

_____The Duration of the corporation is a perpetual existence.

ARTICLE V - POWERS OF CORPORATION

_____The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VI - CAPITAL STOCK

_____The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00). No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible

securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII - SUB-CHAPTER S CORPORATION

_____The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended and if qualified under applicable law.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub- chapter S of the Internal Revenue Code of 1 986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE V111 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

_____ All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares-of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 1X - REGISTERED OWNER(S)

_____ The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X - CORPORATE OFFICER(S)

_____ The officer(s) of the Corporation are named as follows:

Name

Corporate Title(s)

MAUREEN SHERKANOWSKI

PRESIDENT & CEO

ARTICLE X1 - INITIAL BOARD OF DIRECTORS

_____ The number of directors constituting the initial Board of Directors of the corporation is one (1). The person(s) who are to serve as members of the initial Board of Directors are:

Names,

Corporate Title(s)

Address

MAUREEN SHERKANOWSKI

PRESIDENT
& SECRETARY / TREASURER

114 Mendoza Avenue, #11
Coral Gables, Florida 33134

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE X11 - STOCKHOLDERS & VOTING RIGHTS

_____ Stockholding, Ownership and Voting Rights in the corporation are apportioned as follows:

<u>Stockholder's Name</u>	<u>Ownership</u>	<u>Voting Rights</u>
MAUREEN SHERKANOWSKI	100%	100%

ARTICLE X111 - REGISTERED AGENT

_____ The name and address of the initial registered agent is:

MAUREEN SHERKANOWSKI

Address: 114 Mendoza Avenue, #11, Coral Gables, Florida 33134

ARTICLE X1V - INCORPORATOR

_____ The name and address of the incorporator is:

MAUREEN SHERKANOWSKI

Address: 114 Mendoza Avenue, #11, Coral Gables, Florida 33134

ARTICLE XV - BY-LAWS

_____ The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation. The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, amendment or repeal of the Bylaws.

ARTICLE XVI - AMENDMENT

_____ The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision

to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV11 - EFFECTIVE DATE

_____ These Articles of Incorporation shall be effective immediately, upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6 day of August, 2002.

MAUREEN SHERKANOWSKI
Name Printed

[Signature]
Signature

SWORN TO and SUBSCRIBED before me this 6 day of August, 2002
at Miami-Dade County, Florida
Commission Expires:



Don D. G. James
MY COMMISSION # DD019366 EXPIRES
July 28, 2005
BONDED THROUGH FAIR INDEMNITY

[Signature]
Notary Public, State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

_____ MAUREEN SHERKANOWSKI, having a business office identical with the registered office of the Corporation named above and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation and being familiar with the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes, do hereby accepts said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open the said office.

STATE OF FLORIDA }
COUNTY OF DADE }

[Signature]
Registered Agent

MAUREEN SHERKANOWSKI,

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared: MAUREEN SHERKANOWSKI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of August, 2002.



Don D. G. James
MY COMMISSION # DD019366 EXPIRES
July 28, 2005
BONDED THROUGH FAIR INDEMNITY

My Commission expires

[Signature]
Notary Public, State of Florida