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02 OCT -3 AM 9:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 27, 2002

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

Re: Incorporation of BOOK & GIFT BARGAINS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of my client BOOK & GIFT BARGAINS, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee.

Your assistance in establishing this corporation is appreciated.

Very truly yours,


Donald S. Goldrich

Enclosures

10-2-02


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ARTICLES OF INCORPORATION
OF
BOOK & GIFT BARGAINS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is BOOK & GIFT BARGAINS, INC.
The principal address of the corporation is: 3200 N.E. 14th Street, Pompano Beach, Florida 33062.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of no par value.

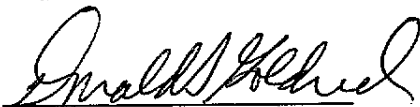
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 3200 N.E. 14th Street, Pompano Beach, Florida 33062, and the name of its initial registered agent at such address is DONALD S. GOLDRICH.

I hereby am familiar with, and accept the duties and responsibilities as registered agent for said corporation.



DONALD S. GOLDRICH

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| Name | Mailing Address |
|----------------|---|
| JEFFREY PATNIK | 3200 N.E. 14 th Street, Pompano Beach, Florida 33062 |
| MORRIS GOLDMAN | 3200 N.E. 14 th Street, Pompano Beach, Florida 33062 |

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

| Name | Mailing Address |
|--------------------|---|
| DONALD S. GOLDRICH | 3200 N.E. 14 th Street, Pompano Beach, Florida 33062 |

(signed)



Incorporator-DONALD S. GOLDRICH

ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation.