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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
03 JUL 11 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

NEED BOOKS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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TS2/11/11/03

**ARTICLES OF INCORPORATION
OF
NEED BOOKS, INC.**

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

NEED BOOKS, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF THE BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

151 CRANDON BLVD. #528
KEY BISCAYNE, FL 33149

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF THE COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY

ARTICLE V: OFFICERS AND DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT: JORGE SADER
151 CRANDON BLVD. #528
KEY BISCAYNE, FL 3149

VICE-PD ALBERTO MOJICA
TREASURY: 13974 SW 179 STREET
MIAMI, FL 33177

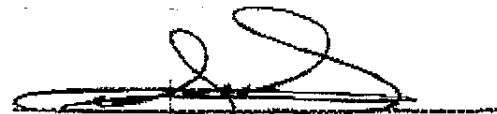
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESSES OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

JORGE SADER
151 CRANDON BLVD. #528
KEY BISCAYNE, FL 3149

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS July 11, 2003.

SIGNATURE OF INCORPORATOR

A handwritten signature in black ink, appearing to read 'Jorge Sader', is written over a horizontal line.

JORGE SADER, INCORPORATOR

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
NEED BOOKS, INC.

THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JORGE SADER
151 CRANDON BLVD. #528
KEY BISCAYNE, FL 3149

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE DESIGNATED PLACE IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:



JORGE SADER, REGISTERED AGENT

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