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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

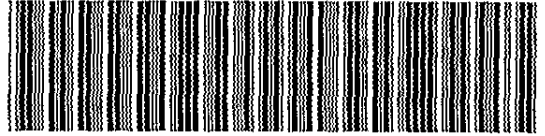
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 OCT -6 PM 1:54

10-8-03

JOE MIKLAS

ATTORNEY, P.A.

October 2, 2003

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

Re: Cover to Cover Books, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. In addition, this firm's check in the amounts of \$78.75 is enclosed which represents the following fees:

Filing fee (State)	\$35.00
Registered Agent fee	35.00
Certified copy	8.75
Total	\$78.75

Kindly file the original of the enclosed Articles of Incorporation and return a file stamped copy to this office.

Thank you for your assistance in this matter. Should you have any questions or require any additional information, please phone.

Very truly yours,



Pamela Babson
for Joe Miklas

/pb
Enclosures

Offices: Mile Marker 88.7 • Florida Keys 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323
e-mail: FLKeysLawOffice@AOL.com

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

COVER TO COVER BOOKS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I – Name: The name of the corporation shall be COVER TO COVER BOOKS, INC.

Article II – Principal Office: The principal place of business is 91372 Overseas Highway, Unit 6-7, Tavernier, Florida 33070. The mailing address of the corporation is the same.

Article III – Purpose: The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

Article IV – Duration: This corporation shall have a perpetual existence.

Article V – Shares: The number of shares of stock is: one hundred (100) of common stock, each share having a par value of One Dollar (\$1.00).

Article VI – Initial Officers: The name and address of the initial officers of the corporation, who shall hold all offices for the first year of the corporation's existence, or until their successors are elected or appointed are as follows:

JENNIFER BELL THOMSON – President/Secretary
91272 OVERSEAS HIGHWAY
TAVERNIER, FL 33070

Article VII – Initial Directors: The corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors are:

ROSS D. THOMSON
91272 OVERSEAS HIGHWAY
TAVERNIER, FL 33070

JENNIFER BELL THOMSON
91272 OVERSEAS HIGHWAY
TAVERNIER, FL 33070

Article VIII – Registered Agent: The name and Florida street address of the registered agent is:

JENNIFER BELL THOMSON
91272 OVERSEAS HIGHWAY
TAVERNIER, FL 33070

Article IX – Incorporator: The name and address of the Incorporator is:

JENNIFER BELL THOMSON
91272 OVERSEAS HIGHWAY
TAVERNIER, FL 33070

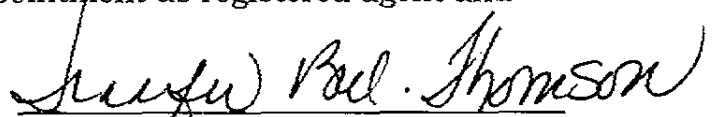
DATED: October 2, 2003



Signature/Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED: October 2, 2003



Signature/Registered Agent