

P040000101316

GARY M. KETCHUM

(Requestor's Name)

610 N. DUVAL ST.

(Address)

(Address)

TALLAHASSEE, FL 32303

(City/State/Zip/Phone #) 850-224-2683

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☐ MAIL

K. BARKS, INC.

(Business Entity Name)

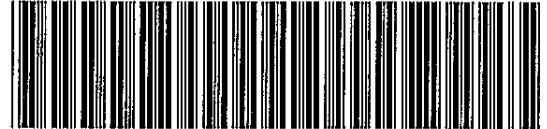
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EFFECTIVE DATE
7-2-2004

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DIVISION OF CORPORATION

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✓
7/7/04

ARTICLES OF INCORPORATION

OF

XBooks, Inc.

FILED

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**CLERK OF COURT
TALLAHASSEE, FLORIDA**

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be: XBooks, Inc.

EFFECTIVE DATE

7-2-2004

ARTICLE II - PURPOSE

The corporation is organized for the purpose of exercising any and all powers which a corporation or a natural person may exercise according to law.

ARTICLE III - SHARES OF STOCK

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to 10,000 shares of voting common stock, having a par value of \$1.00 per share.

ARTICLE IV - CAPITAL

The corporation shall begin business with a paid-in capital of not less than \$500.00.

ARTICLE V - DURATION

JULY 2

This corporation shall commence its existence on ~~June 28~~, 2004, and shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The principal office of this corporation shall be located at such place as may from time to time be fixed by the Board of Directors. The initial registered office of the corporation shall be

6474 Elkwater Court, Tallahassee, Florida 32309, and the initial registered agent of the corporation is James S. Rowell, 6474 Elkwater Court, Tallahassee, Florida 32309.

ARTICLE VII - DIRECTORS AND OFFICERS

The number of directors of this corporation shall not be less than one, to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors. All shall be of full age. They shall be elected by a majority of the stock present and participating in the annual meeting of the corporation to be held as prescribed by the by-laws and shall hold office after their election for the ensuing year and until their successors are duly elected and qualified.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of this corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Board of Directors at any regular meeting of the Board or at any special meeting for which such amendment is one of the purposes for which the meeting is called by a majority of the directors present. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital paid in); and the corporation may, by and through its Board of Directors, purpose, sell and trade in the bonds or other obligations of this corporation or in the shares of this capital stock.

The Board of Directors shall elect the officers of this corporation, who shall consist of the President, who shall be a director, a Secretary/Treasurer and, in the discretion of the Board, one

or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and such other and further officers as may be provided by resolution of the Board of Directors. Any person may hold two or more offices, except that the President shall not be also a Secretary or Assistant Secretary of this corporation. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the By-Laws or by resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or interested in any contract, or transaction of this corporation, or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties, to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation to which he may be otherwise indebted.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JAMES S. ROWELL	6474 Elkwater Court Tallahassee, Florida 32309
JAMES A. ROWELL	6521 Saylers Creek Road Tallahassee, Florida 32309
JEFFREY A. MODARELLI	1741 N.E. 63 rd Court Ft. Lauderdale, Florida 33334

ARTICLE IX - INDEMNIFICATION OF OFFICERS

This corporation shall have power to indemnify its officers, directors, employees or agents to the full extent provided by Section 607.0850, Florida Statutes, or other provisions of Florida law as they may exist from time to time.

ARTICLE X - INCORPORATORS

The name and address of the incorporators of this corporation is:

JAMES S. ROWELL	6474 Elkwater Court Tallahassee, Florida 32309
JAMES A. ROWELL	6521 Saylers Creek Road Tallahassee, Florida 32309
JEFFREY A. MODARELLI	1741 N.E. 63 rd Court Ft. Lauderdale, Florida 33334

ARTICLE XI - CUMULATIVE VOTING AND PREEMPTIVE RIGHTS

At each election for directors every stockholder entitled to vote at that election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of

directors to be elected at that time multiplied by the number of his or her shares, or by distributing those votes on the same principal among any number of candidates.

Every stockholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share at the price at which it is offered to another.

ARTICLE XII - LOANS TO EMPLOYEES AND OFFICERS AND GUARANTY OF OBLIGATIONS OF EMPLOYEES AND OFFICERS

The corporation may lend money to, guarantee any obligation of, or otherwise assist any officer or other employee of the corporation including any officer who is a director of the corporation, whenever, in the judgment of the Board of Directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such a manner as the Board of Directors shall approve, including, without limitations, a pledge of shares of stock of the corporation.

ARTICLE XIII - PROTECTION OF CORPORATE INTERESTS

The corporation shall take reasonable precautions as determined by its Directors to protect the proprietary nature of all corporate information, to require employees to execute appropriate non-competition agreements and to require employees to execute indemnification agreements for corporate losses arising from the infringement of the property rights of third parties.

IN WITNESS WHEREOF, the Incorporators have set their hands and seals to these
Articles on the 2nd day of ~~June~~ ^{JULY}, 2004.

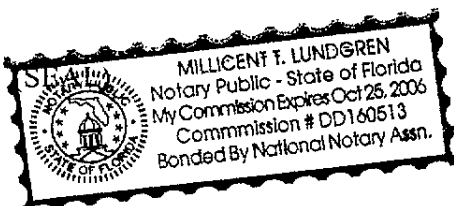
James A. Rowell 6/28/04
Incorporator
JAMES A. ROWELL
Incorporator (print name)

James S. Rowell 06/28/04
Incorporator
JAMES S. ROWELL
Incorporator (print name)

Jeffrey A. Modarelli 7/2/04
Incorporator
Jeffrey A. Modarelli
Incorporator (print name)

STATE OF FLORIDA
COUNTY OF LEON

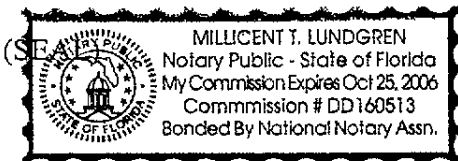
I HEREBY CERTIFY that on this 28th day of June, 2004, before me, a Notary Public, duly authorized in the State and County above, to take acknowledgments, personally appeared JAMES S. ROWELL, who is personally known to me or who has produced FL Driver's License as identification, and who did / did not take an oath, to me known to be the person described as a subscriber in, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.



Millicent T. Lundgren
Notary Public - State of Florida
Millicent T. Lundgren
Print, Type, or Stamp Name of Notary Public

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this 28th day of June, 2004, before me, a Notary Public, duly authorized in the State and County above, to take acknowledgments, personally appeared JAMES A. ROWELL, who is personally known to me or who has produced TPD Badge #455 as identification, and who did / did not take an oath, to me known to be the person described as a subscriber in, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

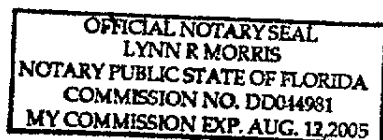


Millicent T. Lundgren
Notary Public - State of Florida
Millicent T. Lundgren
Print, Type, or Stamp Name of Notary Public

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 2 day of July, 2004, before me, a Notary Public, duly authorized in the State and County above, to take acknowledgments, personally appeared JEFFREY A. MODARELLI, who is personally known to me or who has produced _____ as identification, and who did / did not take an oath, to me known to be the person described as a subscriber in, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

(SEAL)



Lynn R Morris
Notary Public - State of Florida
LYNN R MORRIS
Print, Type, or Stamp Name of Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of XBooks, Inc., in its Articles of Incorporation, hereby accepts designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



Registered Agent

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CLERK OF COURT
TALLAHASSEE, FLORIDA