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(Business Entity Name)

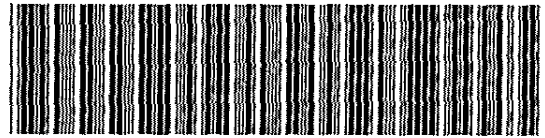
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04 JUL -7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FL 32301

APPROVED
AND
FILED

MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859 • EMAIL mcooper@michaeljcooper.com

July 1, 2004

Florida Department of State
Corporate Records Bureau
PO Box 6327
Tallahassee, FL 32314

RE: *Polly Wogg Bookstore, Inc.*
Name reserved under #900038169659

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$ 78.75

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Please note that this name was previously reserved, by internet, under reference number #900038169659.

Sincerely yours,

LAW OFFICE OF MICHAEL J. COOPER, P.A.

By: 
R. White, Legal Assistant

RW/
Enclosures

xc: Mrs. Tokcii Hale

**ARTICLES OF INCORPORATION
OF
POLLY WOGG BOOKSTORE, INC.**

APPROVED
AND
FILED

04 JUL -7 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is **POLLY WOGG BOOKSTORE, INC.** with a principal office and mailing address of 16520 NW 100th Avenue Road, Reddick, FL 32686.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 16520 NW 100th Avenue Road, Reddick, FL 32686. The name of its initial Registered Agent is TOKEJI HALE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

 Tokeii Hale
16520 NW 100th Avenue Road, Reddick, FL 32686

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

 Tokeii Hale
16520 NW 100th Avenue Road, Reddick, FL 32686

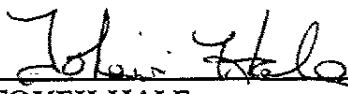
ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

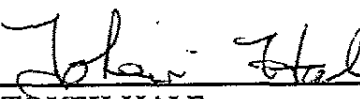
The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 1st day of July, 2004.



TOKEII HALE,
Incorporator

I, TOKEII HALE, accept the office of Registered Agent. I am located at 16520 NW 100th Avenue Road, Reddick, FL 32686, the registered office of this corporation.



TOKEII HALE,
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 1st day of July, 2004, by
TOKEII HALE, as Incorporator and as Registered Agent, who:

- A) is/are personally known to me OR
 who has/have produced a driver's license OR
 other identification:
B) did OR did not take an oath.

Signature of Notary Public

Print Name: Michael J. Cooper

AFFIX SEAL/EXPIRATION DATE:

