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ARTICLES OF INCORPORATION
OF
BARRY'S BOOK SERVICE, INC.

The undersigned, acting as incorporator of **BARRY'S BOOK SERVICE, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **BARRY'S BOOK SERVICE, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is **11730 SW 2nd STREET #107, PEMBROKE PINE Florida 33025**

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **11730 SW 2nd Street, #107, Pembroke Pines, Florida 33025** and the name of the corporation's initial registered agent at that address is **Barry K. Gibbs.**

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are **Anthony Jackson, 4440 NW 168th Terrace, Carol City, Florida 33055.**

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The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

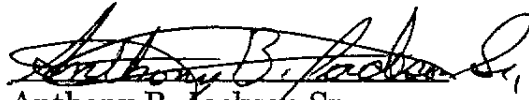
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12 day of July, 2004.


Anthony B. Jackson Sr.
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BARRY'S BOOK SERVICE, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11730 SW 2nd Street #107, Pembroke Pines, Florida 33025 has named Barry K. Gibbs as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 12 day of July, 2004.



Barry K. Gibbs

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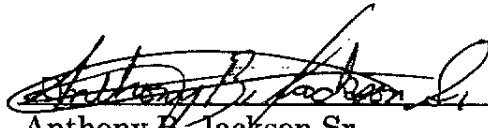
**RESOLUTION OF THE SOLE INCORPORATOR OF
BARRY'S BOOK SERVICE, INC.**

The undersigned, being the sole incorporator of **BARRY'S BOOK SERVICE, INC.** a corporation organized under the laws of the State of Florida on July 12, 2004 (the "Corporation"), hereby adopts the following resolution:

RESOLVED, that the initial number of members to serve on the Corporation's board of directors are three, and that the persons listed below be, and they are, elected to the board of directors of the Corporation, to serve until successors have been duly elected and qualified:

**BARRY K. GIBBS
TAMESHA L. KEEL
PAMELA L. JACKSON**

IN WITNESS WHEREOF, the sole incorporator of **BARRY'S BOOK SERVICE, INC.**, executes this written consent effective as of the 12 day of July, 2004.



Anthony B. Jackson Sr.
Sole Incorporator

**WRITTEN CONSENT OF THE DIRECTORS
OF BARRY'S BOOK SERVICE, INC.
IN LIEU OF THE ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the Board of Directors of **BARRY'S BOOK SERVICE, INC.** (the "Corporation"), adopt the following resolutions by written consent:

ARTICLES OF INCORPORATION

RESOLVED, that the Articles of Incorporation of the Corporation, as filed with the Florida Department of State on July 12, 2004, are hereby approved; and

FURTHER RESOLVED, that a duplicate original of the Articles of Incorporation of the Corporation, certified by the Florida Secretary of State, shall be inserted as the first document in the Minute Book of the Corporation as part of its permanent records.

BYLAWS

RESOLVED, that the Bylaws in the form set forth in Exhibit "A" attached hereto are hereby adopted as the initial Bylaws of the Corporation, and that the Bylaws are ordered to be filed in the Minute Book immediately following the Articles of Incorporation.

ELECTION OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, elected to the corporate offices indicated opposite their names, to serve for the term provided in the Bylaws, and until their successor(s) are elected and qualified, or until their earlier death, resignation, or removal from office:

Barry K Gibbs:	President
Tamesha L. Keel:	Secretary
Pamela L. Jackson:	Treasurer

**CORPORATE ACCOUNTS, CREDIT CARDS,
AND CORPORATE BORROWING**

RESOLVED, that Barry K. Gibbs and Pamela L. Jackson of the Corporation be, and each of them hereby are, at their discretion and without further action by the Board of Directors, authorized and directed:

1. To designate one or more banks to serve as depositories of the funds of the Corporation;
2. To open, maintain, or discontinue accounts of the Corporation with any bank, brokerage house, trust company and/or other financial institutions;
3. To deposit or cause to be deposited in those banks, brokerage houses, trust companies and/or other financial institutions any of the funds of the Corporation;
4. To designate the person or persons authorized to draw on those accounts;
5. To authorize banks, brokerage houses, trust companies and/or other financial institutions in which the Corporation maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the Corporation;
6. To prescribe such rules and conditions pertaining to the accounts as they consider necessary or desirable to protect the interests of the Corporation; and
7. To borrow funds on behalf of this Corporation, upon such terms and conditions as they deem appropriate in their absolute discretion; and

FURTHER RESOLVED, that the Secretary of the Corporation be, and he hereby is, authorized to certify any standard bank, brokerage house, trust company, credit card, loan, or other financial institution resolution necessary to effectuate the foregoing authorizations and to insert copies of those resolutions in the Minute Book of the Corporation as part of its permanent records.

ORGANIZATION EXPENSES

RESOLVED, that the President of the Corporation be, and she hereby is, authorized to pay all organizational fees and expenses of the Corporation and to reimburse any person or persons who have paid such fees and expenses on behalf of the Corporation.

ISSUANCE OF SHARES

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, authorized to issue certificates for the authorized common stock of the corporation for consideration having a value not less than the par value of the shares issued thereof.

CORPORATE SEAL

RESOLVED, that the form of corporate seal impressed below is adopted as the seal for the Corporation:

RESIGNATION OF INCORPORATOR

RESOLVED, that the Incorporator has resigned and transferred all interest of any kind whatsoever that he has in the Corporation or the Corporation's shares of common stock to the Corporation.

FISCAL YEAR

RESOLVED, that the fiscal year of the Corporation shall end on December 31st.

APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

RESOLVED, that the Corporation shall file an Application for Employer Identification Number (Form SS-4) to obtain a Federal Employer Identification Number for the Corporation and the President of the Corporation be, and she hereby is, authorized and directed to evidence such filing by completing and filing Form SS-4 with the Internal Revenue Service.

SUBCHAPTER S ELECTION

RESOLVED, that the Corporation shall elect to be taxed as a "Small Business Corporation" for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code of 1986, as amended, and the President of the Corporation be, and she hereby is, authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

IMPLEMENTATION OF RESOLUTIONS

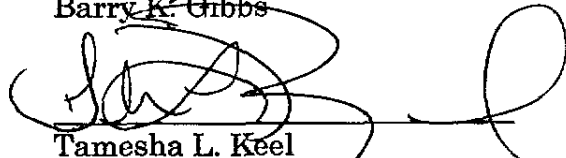
RESOLVED, that in addition to, and without limiting the generality of the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers, directors, incorporator and agents of the Corporation in connection with the subject of the foregoing resolutions be, and each of them hereby is approved, ratified and confirmed in all respects as the act and deed of the Corporation; and

FURTHER RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocations of appointment or surrenders of authority as may be necessary to terminate the authority of the Corporation to do business in any state, territory, dependency or country;

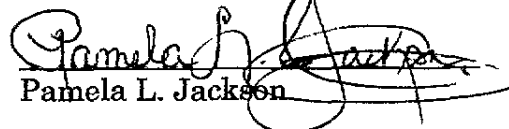
IN WITNESS WHEREOF, the undersigned directors have executed this consent effective as of the 12 day of July, 2004.



Barry K. Gibbs



Tamesha L. Keel



Pamela L. Jackson