

Apr 29 05 04:50p
Division of Corporations

James Nolan

(904) 425-3059

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Book Liquidators, Inc.

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**ARTICLES OF INCORPORATION
OF
BOOK LIQUIDATORS, INC.**

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is BOOK LIQUIDATORS, INC.

**ARTICLE II.
INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this corporation is 550 Touchton Road, #932, Jacksonville, Florida 32216.

**ARTICLE III.
COMMENCEMENT OF EXISTENCE**

The existence of the corporation shall commence on April 29, 2005.

**ARTICLE IV.
CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the state of Florida is 4114 Herschel Street, St. Johns Professional Center, Suite 105, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at that address is James A. Nolan, P.A., a Florida corporation. The board of directors or shareholders may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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**ARTICLE VI.
INCORPORATOR**

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

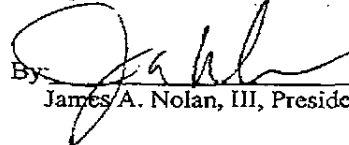
James A. Nolan, P.A., a Florida corporation
4114 Herschel Street
St. Johns Professional Center Suite 105
Jacksonville, Florida 32210

**ARTICLE VII.
AMENDMENTS AND BYLAWS**

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator, has hereunto set his hand this 29th day of April, 2005.

James A. Nolan, P.A., a Florida corporation
Incorporator

By 
James A. Nolan, III, President

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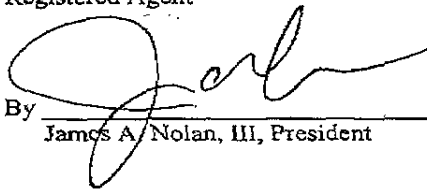
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BOOK LIQUIDATORS, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, JAMES A. NOLAN, P.A., a Florida corporation., located at 4114 Herschel Street, Suite 105, Jacksonville, Florida, 32210, having been named as registered agent to accept service of process upon BOOK LIQUIDATORS, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 29th day of April, 2005.

JAMES A. NOLAN, P.A., a Florida Corporation
Registered Agent

By


James A. Nolan, III, President

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