

PAACK KLEMM PA

JOHN E. KLEMM  
JOHN E. KLEMM  
JAMES A. KLEMM  
DEAN M. KLEMM  
ANDREW M. KLEMM

February 23, 1995

CLERK OF COURT  
CLERK  
CLEARWATER, FL 34615

CLERK OF COURT  
TAX COURT

CLERK OF COURT  
CLERK  
CLERK

Department of State  
Division of Corporations  
Post Office Box 627  
Tallahassee, Florida 32315

Re: Book King, Inc.

Dear Sir:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Printing fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,

Russell E. Klemm

REK:lp

Enclosed

FILED  
CLERK OF COURT  
CLERK  
CLERK

T. BROWN MAR - 3 1995

ARTICLES OF INCORPORATION  
OF  
BOOK KING, INC.

95 MAR -2 AM 10:20  
FILED  
SECRET - 1015  
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Book King, Inc., a Florida corporation.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

3725 49th Street N.  
St. Petersburg, FL 33710

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than ten persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

#### ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

#### ARTICLE VIII

The street address of the initial registered office of the corporation is 2480 East Bay Drive, Suite 17, Clearwater, FL 34641 and the name of the initial registered agent of the corporation at that address is Vincent Iampieri.

#### ARTICLE IX

The initial board of directors shall be comprised of the following:

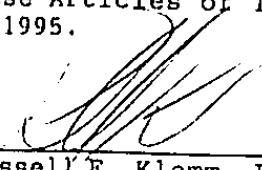
Vincent Iampieri	Director
Phyllis Iampieri	Director

#### ARTICLE X

The name and address of the incorporator of the corporation is:

Russell E. Klemm, Esquire  
Staack and Klemm, P.A.  
600 Cleveland Street, Suite 760  
Clearwater, FL 34615

The undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
Russell E. Klemm, Incorporator

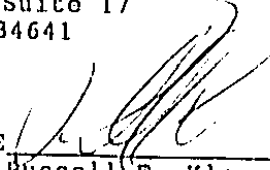
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

95 MAR -2 AM 10:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Book King, Inc.
2. The name and address of the registered agent and office is:

Vincent Iampieri  
2480 East Bay Drive, Suite 17  
Clearwater, FL 34641

SIGNATURE   
Russell E. Klemm

TITLE Inc. president

DATE 2-25-95

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE   
Vincent Iampieri

DATE 2/25/95