

PA5000647/3

August 14, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/21/95--01077--020
****122.50 ****122.50

Re: BOOKS & VIDEOS FOR LESS, INC.

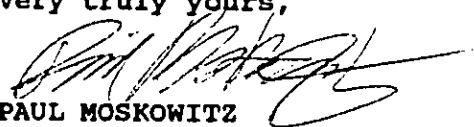
Dear Ladies/Gentlemen:

Please find enclosed an original and copy of ARTICLES OF INCORPORATION for the above-named corporation. A check in the amount of \$122.50 is enclosed for the statutory fees. Please file the original and return to me a certified copy.

Please note that the acceptance by the registered agent appears in the last closing paragraph of the Articles.

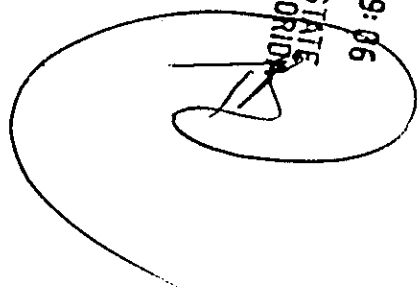
Your prompt attention and cooperation in this matter will be genuinely appreciated.

Very truly yours,


PAUL MOSKOWITZ
6070 Olivewood Circle
Greenacres, FL ~~33462~~ 33463

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF**

BOOKS & VIDEOS FOR LESS, INC.

The undersigned incorporator hereby adopts the following Article of Incorporation in order to form a corporation for profit in the State of Florida under the Florida Business Corporation Act.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be **BOOKS & VIDEOS FOR LESS, INC.**

ARTICLE II - OBJECTS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address of this Corporation and the street address of the initial registered office in the State of Florida, the name of the initial registered agent and the principal office and mailing address of the Corporation shall be:

PAUL MOSKOWITZ
6070 Olivewood Circle
Greenacres, FL 33463

ARTICLE V - NUMBER OF DIRECTORS

The number of directors this corporation will have shall never be less than the minimum number required by law nor more than six.

ARTICLE VI - POWERS OF CORPORATION

The POWERS of the corporation are the following:

- A. To have a succession by its corporate name perpetually.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. To adopt and use a common corporate seal and alter the seal.
- D. To appoint such officers and agents as its affairs shall require and allow them suitable compensation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

E. To adopt, change, amend, and repeal Bylaws, not inconsistent with laws or its Articles of Incorporation, for the exercise of its corporate powers, the management, regulation, and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

F. To increase or diminish by vote of its stockholders, shareholders or members, cast as the Bylaws may direct, the number of directors, managers or trustees, provided that the number shall never be less than that required by law.

G. To make and enter into all contracts necessary and proper for the conduct of its business.

H. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this State and in any of the several States, territories, and possessions of the United States, and the District of Columbia, and in foreign countries.

I. To purchase the corporate assets of any other corporation and engage in the same character of business.

J. To acquire, enjoy, utilize, and dispose of patents, copyrights, trademarks and licenses or other rights or interests thereunder or therein.

K. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

L. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this State or any other state or government, while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

M. To establish plans, such as but not limited to, pension, profit sharing, stock options and any other incentive programs, wage continuation, group term, medical care and accident and health insurance.

N. To request changes in the Articles of Incorporation at any time pursuant to law.

O. To purchase, hold, sell, and transfer shares of its own capital stock, provided that it shall not purchase any such capital stock except from the surplus of its assets over its liabilities including capital. Share of its own capital stock owned by the corporation shall not be

voted directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.

P. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Articles of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the corporation whether or not such business is similar in nature to the OBJECTS enumerated in its Articles of Incorporation.

Q. To contract debts and borrow money at rates of interest not to exceed the lawful interest rate and upon terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing to its, as occasion may require and the Board of Directors may deem expedient.

R. To make provisions in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures, or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities, and advantages, in and by such instrument enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.

S. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndications, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others.

T. To make gifts for education, scientific or charitable purposes.

U. To indemnify any person made a party to any action by or in the right of the corporation to procure a judgment in its favor, by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

V. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to

procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually or necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable ground for belief that such action was unlawful.

W. To have in addition, any and all powers as are now and/or hereafter conferred upon by the law.

X. To change the initial street address in this State of the principal office of the corporation from time to time pursuant to the Bylaws, and without the necessity of amending the Articles of Incorporation.

Y. Each and every foregoing clause shall be construed as a PURPOSE, as an OBJECT, and as a POWER, and it is expressly provided that the foregoing enumeration of specific OBJECTS and POWERS shall not be held to limit or restrict any other granted or implied by law.

ARTICLE VII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director, unless ARTICLE IX applies thereto.

ARTICLE VIII - ACTIONS BY DIRECTORS WITHOUT A MEETING

The Board of Directors of this corporation may take action by written consent, as provided by Florida law.

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be the date of filing with the Secretary of State.

ARTICLE X - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding shall be Five Hundred (500) shares with a par value of One Dollar (\$1.00) per share.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is PAUL MOSKOWITZ, 6070 Olivewood Circle, Greenwood, FL ~~33443~~ 33463.

ACKNOWLEDGEMENT AND ACCEPTANCE OF DESIGNATION AND APPOINTMENT AS INCORPORATOR AND INITIAL REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned, by affixing his signature below acknowledges and accepts the designation and appointment as Incorporator and Initial Registered Agent, having set his hand and seal to the foregoing Articles of Incorporation this 14th day of August, 1995.


PAUL MOSKOWITZ - Incorporator


PAUL MOSKOWITZ - Registered Agent

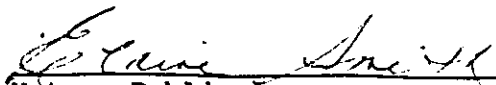
STATE OF FLORIDA)

SS.:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared PAUL MOSKOWITZ, who is personally known to me or produced Florida Driver's License No. _____ as identification and who did take an oath and, after being duly cautioned and sworn, deposes and says that the information contained in the above ARTICLES OF INCORPORATION is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 14 day of August, 1995.


Notary Public
State of Florida
My commission expires:
My commission number:

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