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PREMIER HALL  
LEGAL & FINANCIAL SERVICES

P96000100480

ACCOUNT NO. : 072100000032

REFERENCE : 184745 97981A

AUTHORIZATION : *Patricia Kyrie*

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 184745-005

400002027114--0

CUSTOMER NO: 97981A

CUSTOMER: Jerry S. Chasen, Esq  
CROCKETT FRANKLIN & CHASEN, PA

Suite 338  
420 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: COLLEGE STORE ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

DEC 12 1996

FILED  
96 DEC 12 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 12 AM 10:11  
BSB

FILED

96 DEC 12 PM 1:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COLLEGE STORE ONLINE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COLLEGE STORE ONLINE, INC.

The address of the principal office of this corporation shall be 1242 Drexel Avenue, Suite 204, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 420 Lincoln Road, Suite 338, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Jerry Simon Chasen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

James N. San Vito	1242 Drexel Avenue, Suite 204
Dir./Pres.	Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on December 12, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

MKE

FILED

96 DEC 12 PM 1:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

College Store Online, Inc.  
(must include suffix)

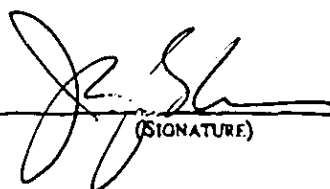
2. The name and address of the registered agent and office is:

JERRY SIMON CHASEN, ESQ.  
(NAME)

420 LINCOLN RD., SUITE 338  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI BEACH, FL 33139  
(CITY/STATE/ZIP)

*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)

1/17/96  
(DATE)



THE UNITED STATES  
CORPORATION  
COMPANY

P96000100480

ACCOUNT NO. : 072100000032

REFERENCE : 184745 97981A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 35.00

ORDER DATE : December 11, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 184745-015

200002057972--6

CUSTOMER NO: 97981A

CUSTOMER: Jerry S. Chasen, Esq  
Crockett Franklin & Chasen, Pa  
Suite 338  
420 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC AMENDMENT FILING

NAME: COLLEGE STORE ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

ALL K 1/14

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLE III of the Articles of Incorporation of  
COLLEGE STORE ONLINE, INC. shall be amended to read as  
follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this  
corporation is authorized to have outstanding at any one  
time is 25,000 shares of common stock having NO par value  
and 25,000 shares of preferred stock having \$100 par value  
per share.

All other paragraphs and articles of the Articles of  
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator  
without shareholder action because shareholder action was not  
required.

The foregoing amendment was adopted on the 14th day  
of January, 1997.



BY: Its Incorporator, Corporation  
Service Company  
Its Agent, Karen B. Rozar