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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

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February 7, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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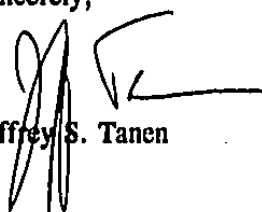
RE: Dax Books, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$122.50 for filing same.

Please return the filed articles to us in the enclosed stamped envelope as quickly as possible. Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
rabade@ll-seccstate.mjb

D. BROWN FEB 14 1996

ARTICLES OF INCORPORATION
OF
DAX BOOKS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of this corporation is DAX BOOKS, INC..

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is 245 S.E. 1st Street, Miami, FL 33131.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is 245 S.E. 1st Street, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jose M. Rabade, 245 S.E. 1st Street, Miami, Florida 33131.

ARTICLE VII

Directors

This corporation shall have not less than one director. The named and addressees of the initial directors of this corporation are:

Jose M. Rabade
245 S.E. 1st Street
Miami, FL 33131

Raquel Roque
245 S.E. 1st Street
Miami, FL 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any

liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of February, 1996.



Jeffrey S. Tanen, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

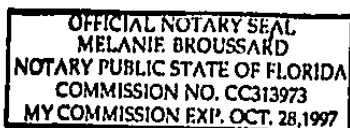
BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 8 of February, 1996.



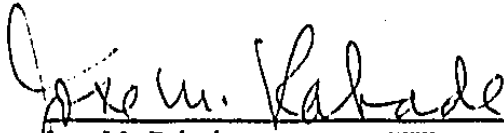
Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relating thereto.


Jose M. Rabade
Registered Agent

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