

MARSHALL McDONALD, III

*Attorney at Law
Certified Public Accountant
Certified Financial Planner*

P460000017374

February 20, 1996

200001726402
-02/28/96--01046--002
*****70.00 *****70.00

Florida Department of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Buddy Guest Sales, Inc.

Gentlemen:

Enclosing is an original and a copy of Articles of Incorporation for Buddy Guest Sales, Inc. Also enclosed is a check in the amount of \$70.00 in payment of the following fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$70.00

Please file the original Articles of Incorporation and return the enclosed copy to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,

Marshall McDonald, III

Marshall McDonald, III

MM/dlp
Enclosures

*Dmc
2-26-96*

FILED
96FEB23 PM12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96FEB23 AM 8:34
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BUDDY GUEST SALES, INC.

FILED

96 FEB 23 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is Buddy Guest Sales, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 247 Forest Hill Blvd., West Palm Beach, Florida 33405.

ARTICLE 3 - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares.

ARTICLE 4 - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Buddy Guest, 247 Forest Hill Blvd., West Palm Beach, Florida 33405.

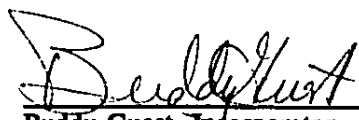
ARTICLE 5 - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Buddy Guest, 247 Forest Hill Blvd., West Palm Beach, Florida 33405.

ARTICLE 6 - DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of this corporation, but shall never be less than one.

Dated: February 20, 1996.


Buddy Guest, Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated: February 20, 1996.



Buddy Guest, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of February, 1996, by Buddy Guest, who is personally known to me and who did not take an oath.



MARSHALL McDONALD III
My Commission CC464232
Expires May. 18, 1999
Bonded by HAI
800-422-1868


Marshall McDonald, III
Notary Public, State of Florida
My Commission Expires May 18, 1999
Commission No. CC 464232

MARSHALL McDONALD, III

*Attorney at Law
Certified Public Accountant
Certified Financial Planner*

P96000017374

April 18, 1997

Florida Department of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, Florida 32301

200002143692--0
-04/21/97--01163--010
*****35.00 *****35.00

Re: Buddy Guest Sales, Inc.

Gentlemen:

Enclosed is an original and a copy of Articles of Amendment to Articles of Incorporation for Buddy Guest, Inc. Also enclosed is my check in the amount of \$35.00 in payment of the filing fees.

Please file the original Articles and return the enclosed copy to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,



Marshall McDonald, III

MM/dlp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:06

FILED APR 28 1997

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BUDDY GUEST SALES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:06

1. The name of the corporation is BUDDY GUEST SALES, INC. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE 1 - NAME

The name of the corporation is Progressive Books, Inc. (the "Corporation").

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on April 18, 1977.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Buddy Guest Sales, Inc. has caused these Articles of Amendment to be executed on this 18th day of April, 1997.

BUDDY GUEST SALES, INC.

By: 

Buddy Guest, President