

05/08/1996

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INCORPORATION FLOS

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DIVISION OF CORPORATIONS

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FROM HELLER, BARNETT CORPORATE SERVICES

DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1214 N UNIVERSITY DR

PLANTATION FL 33322-

CONTACT: BRIAN K BARNETT
PHONE: (954) 475-8484
FAX: (954) 475-1125

((H96000006520))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: BOOKS FOR KIDS, INC.	CURRENT STATUS: REQUESTED
FAX AUDIT NUMBER: H96000006520	TIME REQUESTED: 12:14:55
DATE REQUESTED: 05/08/1996	CERTIFICATE OF STATUS: 0
CERTIFIED COPIES: 0	METHOD OF DELIVERY: FAX
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ARTICLES OF INCORPORATION
OF
Books for Kids, Inc.,
a Florida corporation

FILED
MAY 2 1996
STATE OF FLORIDA

The undersigned, acting as incorporator of Books for Kids, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Books for Kids, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

755 Sand Creek Circle
Ft. Lauderdale, Florida 33327

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective May 8th, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Heller & Barnett Corporate Services.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than Two (2) director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than Two (2). The name(s) of the initial director(s):

Name

Mark Heller
Debbie Heller

Books for Kids, Inc.
755 Sand Creek Circle
Ft. Lauderdale, Florida, 33327

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

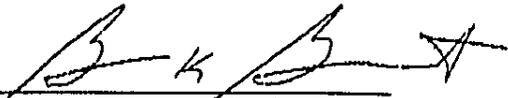
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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8th day of May, 1996

Heller & Barnett Corporate Services:

By: 
Brian K. Barnett

H96000006520

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

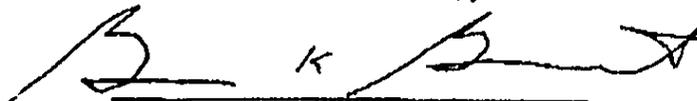
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Books for Kids, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Heller & Barnett Corporate Services, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Heller & Barnett Corporate Services
1214 N. University Drive Plantation, Florida 33322



Heller & Barnett Corporate Services
Date: May, 8th 1996

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INCORPORATORS PLUS

1/21/97
10:13 AM

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TO: DIVISION OF CORPORATIONS
(904)922-4000

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FROM: INCORPORATORS PLUS, INC.
105114002375

ACCT#:

CONTACT: MICHAEL HELLER
PHONE: (954)475-8484
(954)475-1125

FAX #:

NAME: BOOKS FOR KIDS, INC.
AUDIT NUMBER.....H97000001109
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*Corporation's
Funds*

H97000001109

Books For Kids, Inc.

ARTICLES OF DISSOLUTION

Books For Kids, Inc. a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST: The name of the corporation is Books For Kids, Inc.(the "company").
- SECOND: The shareholders of the company approved the dissolution of the company on January 21, 1997
- THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: 21st of January, 1997

FILED
 97 JAN 21 PM 3:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Books For Kids, Inc.

Mark Heller

By: Mark Heller, President

Incorporators Plus, Inc.
 1214 N. University Drive
 Plantation, Florida 33322
 (954) 475-8484

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