

6/12/96

FLORIDA DIVISION OF CORPORATIONS

12:51 PM

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST WASHINGTON STREET
TALLAHASSEE, FL 32399

FROM: RAB-T.COM, INC.
8705 NW 50RD ST
SUITE C-100
MIAMI FL 33166- --9040

FAX: (904) 922-4000

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0039
FAX: (305) 592-9391

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BOOK LIQUIDATORS, INC.

FAX AUDIT NUMBER: H96000008230

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/12/1996

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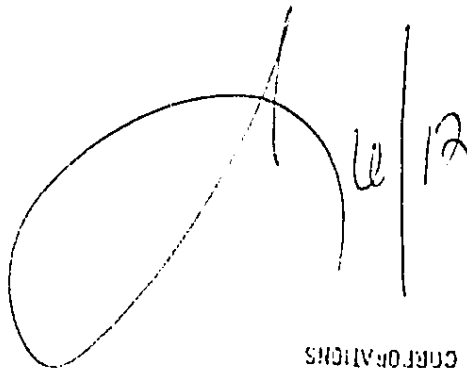
** ENTER 'M' FOR MENU. **

6/12/96

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96 JUN 12 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DIVISION OF CORPORATIONS

96 JUN 12 PM 1:34

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**Articles of Incorporation
OF
BOOK LIQUIDATORS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Corporation:

**Article I
NAME**

The name of the corporation is:
BOOK LIQUIDATORS, INC.

**Article II
DURATION**

The corporation shall exist perpetually.

**Article III
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV
MAILING ADDRESS**

The initial mailing address of the corporation is:
C/O Maria Mata, 2875 N.E. 191 ST., SUITE 801
AVENTURA, FL 33180

**Article V
CAPITAL STOCK**

(a) Authorized Capital. The Corporation is authorized to have outstanding at any one time the following shares of common stock:

(i) Class A Voting Stock. The corporation is authorized to have out standing at any one time a maximum of 100,000 shares of Class A Common Stock with a par value of \$0.10 per share. Each share of the corporation's Class A Voting Stock shall have one (1) vote in all corporate matters for which shareholders shall have voting rights granted by these Articles, by the corporation's Bylaws or by Florida law.

(ii) Class B Nonvoting Stock. The corporation is authorized to have outstanding at any one time a maximum of 100,000 shares of Class B Common Stock with a par value of \$0.10 per share. Class B Nonvoting Stock shall have not voting rights.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Prepared by: Maria Mata
2875 N.E. 191st. # 801
Aventura, FL 33180 (305) 937-7334 H96000008230

SECRET
STATE
TALLAHASSEE, FLORIDA

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Article VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2875 N.E. 191st, SUITE #01, AVENTURA, FL 33180 and the name of the registered agent of the corporation at that address is MARIA MATA.

Article VII

DIRECTORS

(a) Number. This corporation shall have TWO directors initially. The number of directors may be increased or decreased from time to time by the bylaw, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

NAMES

Maria Mata

STREET ADDRESS

2875 N.E. 191st., #801
AVENTURA, FL 33180

Bonnie Kaufman

2875 N.E. 191st., #801
AVENTURA, FL 33180

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholder or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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Article IX
INCORPORATOR

The name and address of the incorporator of this corporation is:

MARIA MATA
2875 N.E. 191st., #801
AVENTURA, FL 33180

Article X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles
on MAY 31, 1996

Maria Mata
MARIA MATA, Incorporator

STATE OF FLORIDA)
SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on
 by MARIA MATA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOOK LIQUIDATORS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Aventura, State of Florida has named MARIA MATA, located at 2875 N.E. 191st. Suite 801, Aventura, Florida 33180, as its agent to accept service of process within Florida.

Maria Mata
MARIA MATA, Incorporator

5/1/96
Dated:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Maria Mata
MARIA MATA, Registered Agent

5/1/96
Dated

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TALLAHASSEE, FLORIDA

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P96000050305

Bonnie J. Kaufman

20634 N.E. 9th Court
North Miami Beach, Florida 33179
(305)652-0798

FILED
97 FEB -6 PM 2:24
TALLAHASSEE, FLORIDA

December 31, 1996

Maria Mata
President
PRODUCT SOURCERY, INC.
1960 SW 30th Avenue
Hallandale, Florida 3309

700002080757--7
-02/06/97--01127--003
*****35.00 *****35.00

Dear Maria:

Please accept this letter as a formal resignation of my officer/director position at Book Liquidators, Inc. (Vice President).

As discussed previously, my resignation will be in effect as of December 31, 1996.

Sincerely,

Bonnie Kaufman
Bonnie Kaufman

David D. Keeler
DAVID KEELER
10 FL LICENSE
12-31-96



David D. Keeler
My Commission CC001627
Expires December 30, 2000

O/D resig.

VS FEB 12 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
97 FEB -6 PM 2:24
TALLAHASSEE FLORIDA

I, Bonnie Kaufman, hereby resign as Vice President
(Title) Sec. Treasurer
of BOOK LIQUIDATORS, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Bonnie Kaufman
(Signature of resigning officer/director)

CORP# PS 96000050305
FEI# 65-0617271

Effective 12/31/96

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314