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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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BASIC AMENDMENT

BOOK LIQUIDATORS, INC.

Certificate of Status	0
Certified Copy	0
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Restated Article
2-6-01

RECEIVED
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2001

BOOK LIQUIDATORS, INC.
1960 SW 30TH AVENUE
PEMBROKE PARK, FL 33009

SUBJECT: BOOK LIQUIDATORS, INC.
REF: P96000050305

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

- ① PLEASE REMOVE THE WORD "INITIAL" FROM THE CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE.
- ② PLEASE COMPLETE THE DATE OF ADOPTION AND SIGNING ON THE "CERTIFICATE OF RESTATED ARTICLES."
- ③ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000012110
Letter Number: 401A00006982



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 30, 2001

BOOK LIQUIDATORS, INC.
1960 SW 30TH AVENUE
PEMBROKE PARK, FL 33009

SUBJECT: BOOK LIQUIDATORS, INC.
REF: P96000050305

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE ORIGINAL ARTICLES OF INCORPORATION STATE THE INCORPORATORS AND THE INITIAL REGISTERED AGENT AND OFFICERS AND DIRECTORS. INCORPORATORS CAN NOT BE CHANGED AND THE WORD INITIAL MAY NOT BE USED WHEN NAMING NEW AGENT AND DIRECTORS, PLEASE FIX ARTICLES IV, VI, VIII AND THE CERTIFICATE OF REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000012110
Letter Number: 901A00005515

JANUARY 16, 2001

BOOK LIQUIDATORS, INC.
1960 SW 30TH AVENUE
PEMBROKE PARK, FL 33009

SUBJECT: BOOK LIQUIDATORS, INC.
REF: P96000050305

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

A CERTIFICATE MUST ACCOMPANY THE RESTATED ARTICLES OF INCORPORATION SETTING FORTH EITHER OF THE FOLLOWING STATEMENTS: (1) THE RESTATEMENT WAS ADOPTED BY THE BOARD OF DIRECTORS AND DOES NOT CONTAIN ANY AMENDMENT REQUIRING SHAREHOLDER APPROVAL. OR (2) IF THE RESTATEMENT CONTAINS AN AMENDMENT REQUIRING SHAREHOLDER APPROVAL, THE DATE OF ADOPTION OF THE AMENDMENT AND A STATEMENT SETTING FORTH THE FOLLOWING: (A) THE NUMBER OF VOTES CAST FOR THE AMENDMENT BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL (B) IF MORE THAN ONE VOTING GROUP WAS ENTITLED TO VOTE ON THE AMENDMENT, A STATEMENT DESIGNATING EACH VOTING GROUP ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT AND A STATEMENT THAT THE NUMBER OF VOTES CAST FOR THE AMENDMENT BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

THE INCORPORATOR(S) CANNOT BE AMENDED OR CHANGED. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

THE WORD "INITIAL" OR "FIRST" SHOULD BE REMOVED FROM THE ARTICLE REGARDING DIRECTORS, OFFICERS, AND/OR REGISTERED AGENT, UNLESS THESE ARE THE INDIVIDUALS ORIGINALLY DESIGNATED AT THE TIME OF INCORPORATION.

AN INCORPORATOR CAN NOT ADOPT OR SIGN RESTATED ARTICLES.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER, WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H01000005939
LETTER NUMBER: 001A00002340

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RESTATED ARTICLES OF INCORPORATION

OF

BOOK LIQUIDATORS, INC.

The undersigned incorporator hereby files these Restated Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of this Corporation shall be Book Liquidators, Inc.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) Including but not limited to the sale and distribution of retail and wholesale products.

(b) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(c) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all property of the Corporation, or any interest therein.

(d) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation and, in consideration of any such acquisition, to pay

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cash, to deliver stock, bonds, other securities or property of any other kind.

(e) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nations and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers, and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(f) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(g) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(h) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III. Capital Stock

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

(I) Class A Voting Stock. The corporation is authorized to have outstanding at any one time a maximum of Fifty Million (50,000,000) shares of Class A Common Stock with a par

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value of \$.0002 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) Preferred Stock. Ten Million (10,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority to determine and state the designation and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Florida Business Corporation Act, Fla. Stat. 607 et. seq. Before the issuance of any shares of such series, of any amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

ARTICLE IV.
Incorporator

The name and street address of the Incorporator of these Restated Articles, is as follows:

Maria Mata
2875 NE 191 St.
#801
Aventura, FL 33180

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

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The street address of the Registered Office of this Corporation in the State of Florida shall be 1290 Weston Road, Suite 300, Ft. Lauderdale, Florida 33326. The name of the Registered Agent of this Corporation at the above address shall be Legal Information Services, Inc. The principal place of business of the corporation is 1960 SW 30 Avenue, Hallandale, FL 33009.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person(s), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Board of Directors

The names and street addresses of the members of the Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of Shareholders, and thereafter until their successors are elected are as follows:

Morris Goldman
1960 SW 30 Avenue
Hallandale, FL 33009

ARTICLE IX
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification 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.

ARTICLE X.
Officers

The corporation shall have a President, a Secretary and a

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Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII.

Transactions In Which Directors or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because such relationship or interest, or solely because such Directors or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The facts of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by a vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

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(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII.
Financial Information

The Corporation shall not be required to prepare and to provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or a profit and loss statement in its Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV.
Amendment

These Articles of Incorporation may be amended in any manner now and hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XV.
Continuation of Corporate Existence

The existence of this Corporation shall, in accordance with the provisions of Florida law, commence on the date these Articles are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Restated Articles of Incorporation, has hereunto set his hand and seal this 2 day of February, 2001.

Oppenheim & Pilelsky, P.A.

By: 

Roy D. Oppenheim, Esquire
Incorporator

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STATE OF FLORIDA)
)
COUNTY OF BROWARD)

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I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Roy D. Oppenheim, Esquire, who is personally known to me and who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22 day of February, 2001.



Staci L. Calvert
My Commission: CC857199
Expires July 22, 2003

A handwritten signature in cursive script, appearing to read "Staci L. Calvert", written over a horizontal line.

Notary Public
State of Florida at Large
My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Book Liquidators, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Legal Information Services, Inc., 1290 Weston Road, Suite 300, Ft. Lauderdale, Florida 33326, as its Registered Office and has named Legal Information Services, Inc., located at said address as its Registered Agent.

Oppenheim & Pilelsky, P.A.

By: 

Roy D. Oppenheim, Esquire
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: Legal Information Services, Inc.,
Registered Agent

By: 

Roy D. Oppenheim, President

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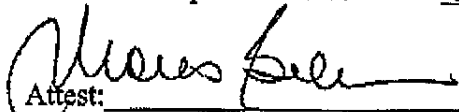
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CERTIFICATE OF RESTATED ARTICLES

I, Morris Goldman, the Secretary of Book Liquidators, Inc., a corporation organized under the laws of the State of Florida (the "Company"), do hereby certify that a sufficient number of votes adopting the restated Articles of Incorporation were cast by the shareholders as of the 25 day of January, 2001.

Morris Goldman

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Company and affixed its corporate seal as of this 25th day of January, 2001.

Attest: 
Morris Goldman

(Corporate Seal)

Goldman-Certificate of Restated Articles

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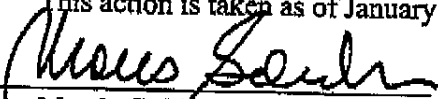
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ACTION BY A MAJORITY OF SHAREHOLDERS WITHOUT A MEETING
PURSUANT TO SECTION 607.704 OF THE FLORIDA STATUTES

The undersigned representing more than a majority interest in the issued and outstanding shares of Book Liquidators, Inc. hereby approves of the Restated Articles of Incorporation and authorizing the authorized shares of the Corporation to increase from 100,000 to a total of 50 million Class A shares and 10 million preferred shares.

This action is taken as of January 10, 2001.

BY:


Morris Goldman

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