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PENSACOLA, FL 32504
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P910000063610



PENSACOLA
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 036423 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 30, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 036423

CUSTOMER NO: 81040A

CUSTOMER: Rollin D. Davis, Jr
SHELL FLEMING DAVIS & MENGE

Seventh Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: A BEKA BOOK, INC.

300001808323
-07/30/96--D1098--005
****122.50 ****122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

cf
7/30/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 PM 1:28

**ARTICLES OF INCORPORATION
OF
A BEKA BOOK, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 PM 1:28

The undersigned subscriber to these Articles of Incorporation does hereby make, acknowledge and file these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be:

A Beka Book, Inc.

**ARTICLE II
PURPOSE**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, including but not limited to, publishing, marketing, and distribution of printed materials. The material disseminated by this Corporation and the conduct of its employees shall be consistent with the basic truths of Bible-based fundamental Christianity and shall be consistent with the religious doctrines and codes of ethical conduct held from time to time by Pensacola Christian College, Inc.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 20 million (20,000,000) shares of common stock, each share with a par value of \$1.00. No other class or type of stock will be issued.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principle office and initial registered office of the Corporation is 250 Brent Lane, Florida 32503, and the name of the initial registered agent of the corporation is Dr. Arlin R. Horton.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. Except as expressly limited hereby and by the Bylaws of the Corporation, the Board of Directors shall exercise all of the powers and authority of the Corporation. The Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but the number of directors of the Corporation shall not be less than three (3) nor more than nine (9). The names and addresses of the initial directors of the Corporation are:

Dr. Arlin R. Horton
250 Brent Lane
Pensacola, FL 32503

Dr. Frank W. Garlock
1274 Shadow Way
Greenville, SC 29615

Mrs. Rebekah Horton
250 Brent Lane
Pensacola, FL 32503

Dr. Gregory D. Mutsch
2703 Wood Breeze,
Cantonment, FL 32533

ARTICLE VI INCORPORATOR

The name and address of the incorporator signing these Articles is Educational Ventures, Inc., 250 Brent Lane, Pensacola, FL 32503.

ARTICLE VII POWERS AND RESTRICTIONS

As provided in Article II, the Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

Notwithstanding any other provision of these Articles of Incorporation or the Corporation's Bylaws, the Corporation may not take any of the following actions without the prior approval of Educational Ventures, Inc.:

1. amend or restate the Articles of Incorporation nor the Bylaws of the Corporation;
2. appoint or remove a director or the President and Chief Executive Officer of the Corporation;
3. organize any subsidiary corporation or enter into any joint venture or partnership;
4. adopt a plan of liquidation or dissolution;

5. enter into any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
6. adopt a plan of merger or consolidation with another corporation;
7. adopt or amend annual operating budget or capital budget or many any expenditure except pursuant to a budget or expenditures policy approved by Educational Ventures, Inc.;

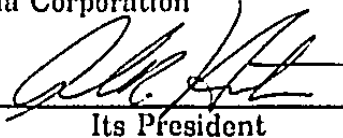
**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned corporation has executed these articles on this 29th day of July, 1996.

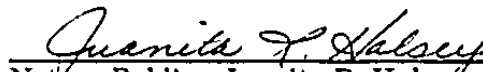
Educational Ventures, Inc.
A Florida Corporation

By


Its President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

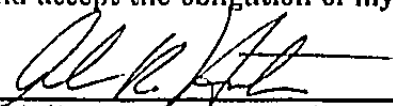
The foregoing instrument was executed and acknowledged before me this 29th day of July, 1996, by Arlin R. Horton as President of Educational Ventures, Inc. a corporation, on behalf of the corporation. He is personally known to me.


Notary Public—Juanita R. Halsey
My commission expires July 18, 1999.



**ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT
FOR
A BEKA BOOK, INC.**

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as resident agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature—Arlin R. Horton (Resident Agent)

Dated July 29, 1996

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