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TALLAHASSEE, FL 32301-7607
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networks

PRECEDENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 184745 97981A

AUTHORIZATION :

Patricia Kyger

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 184745-005

400002027114--0

CUSTOMER NO: 97981A

CUSTOMER: Jerry S. Chasen, Esq
CROCKETT FRANKLIN & CHASEN, PA

Suite 338
420 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: COLLEGE STORE ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
96 DEC 12 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 12 AM 10:47
DIVISION OF CORPORATIONS
DEC 12 1996
BSB

FILED

96 DEC 12 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COLLEGE STORE ONLINE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COLLEGE STORE ONLINE, INC.

The address of the principal office of this corporation shall be 1242 Drexel Avenue, Suite 204, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 420 Lincoln Road, Suite 338, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Jerry Simon Chasen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

James N. San Vito	1242 Drexel Avenue, Suite 204
Dir./Pres.	Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on December 12, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

MKE

FILED

96 DEC 12 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

College Store Online, Inc.
(must include suffix)

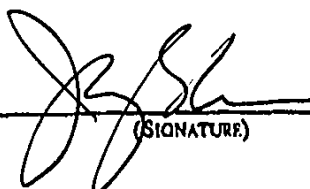
2. The name and address of the registered agent and office is:

JERRY SIMON CHASEN, ESQ.
(NAME)

420 LINCOLN RD., SUITE 338
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI BEACH, FL 33139
(CITY/STATE/ZIP)

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


(SIGNATURE)

1/17/96
(DATE)