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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

300002060273--3
-01/16/97--01054--007
*****78.75 *****78.75

SUBJECT: BAYBORO BOOKS OF ST. PETERSBURG, INC.

(PROPOSED CORPORATE NAME)

ENCLOSED PLEASE FIND AN ORIGINAL AND (1) ONE COPY OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE
AMOUNT OF \$78.75.

FROM: DAVID C. HASTINGS
19941 GULF BLVD. #E
INDIAN SHORES, FL. 33785
(813) 595-9559

EFFECTIVE DATE
1-15-97

FILED
97 JAN 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 22

BSB

ARTICLES OF INCORPORATION
OF
BAYBORO BOOKS OF ST. PETERSBURG, INC.

FILED
97 JAN 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
1-15-97

ARTICLE I

The name of this corporation shall be Bayboro Books of St. Petersburg, Inc. The effective date of incorporation shall be January 15, 1997.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows:

- (a) To operate various business ventures within the State of Florida.
- (b) To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto.
- (c) To borrow money and contract debts necessary for the transaction of its corporate rights.
- (d) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.
- (e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges which are granted to corporations incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation, whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 1000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder to vote at any meeting of the stockholders.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 121 7th Ave. S., St. Petersburg, FL 33701, and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have one (2) directors initially. The names and addresses of the initial directors are as follows:

Joseph M. Cortese
1204 Huntington Ln.
Safety Harbor, FL 34695

Ellen K. Cortese
1204 Huntington Ln.
Safety Harbor, FL 34695

ARTICLE VII

The name and address of the initial registered agent is:

David C. Hastings
19941 Gulf Blvd. #E
Indian Shores, Florida 33785

and the officers of said corporation who shall hold office until their successors are elected shall be as follows:

Joseph M. Cortese

- President

Ellen K. Cortese

- Secretary/Treasurer

ARTICLE VIII

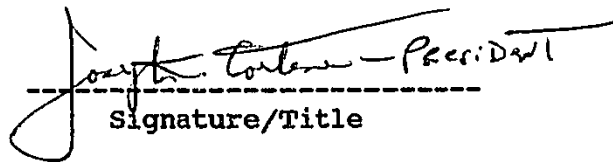
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

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

Joseph M. Cortese
1204 Huntington Ln.
Safety Harbor, FL 34695

The undersigned has executed these Articles of Incorporation
this 14th day of January, 1997.



Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

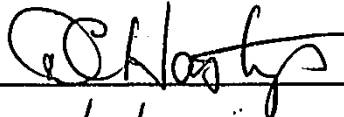
PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: BAYBORO BOOKS OF ST. PETERSBURG, INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

DAVID C. HASTINGS
19941 GULF BLVD. #E
INDIAN SHORES, FL. 33785

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON BEHALF OF 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

1/14/97

FILED
97 JAN 16 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA