

Zimmerman
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& Miceli, P.A.

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ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN 97 APR 18 PM 3:30
STEPHEN D. ZIMMERMAN
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POMPANO BEACH, FLORIDA 33060
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 15, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002148031--3
-04/18/97--D1094--005
*****70.00 *****70.00

RE: HOW-TO-BOOKS, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	35.00
	<hr/>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

Laurence G. Miceli /s/m

Lawrence G. Miceli
LGM/sim

enc.

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97 APR 18 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

HOW-TO-BOOKS, INC.

and the principal office of the Corporation shall be:

291 SE 13TH STREET
POMPANO BEACH, FLORIDA 33060

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: JAMES L. BOYD
INITIAL REGISTERED OFFICE: 291 SE 13TH STREET
POMPAN0 BEACH, FLORIDA 33060

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
JAMES L. BOYD	291 SE 13TH STREET POMPAN0 BEACH, FL 33060

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES L. BOYD	291 SE 13TH STREET POMPAN0 BEACH, FL 33060

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 10 day of APRIL, 1997.


JAMES L. BOYD
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES L. BOYD, known to me or who did produce PERSONALLY KNOWN as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 10TH day of APRIL, 1997.




NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Fla. Stat. sec. 48.091, the following is
submitted:

HOW-TO-BOOKS, INC., desiring to organize
under the laws of the State of Florida, with its principle office,
as indicated in the Articles of Incorporation in the city of
POMPANO BEACH, County of Broward, State of Florida, has
named JAMES L. Boyd located at 291 SE 13th St, POMPANO
BEACH, Florida 33060, County of Broward, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the
above corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping said office.

BY: 

Resident Agent