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FILED  
SECRETARY OF STATE  
97 MAY -8 AM 9:49

May 5, 1997

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

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-05/08/97--01120--020  
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Gentlemen:

Re: THE COLLEGIATE SOURCE, INC.

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
	\$122.50

Very truly yours,

  
Donald R. Hall

DRH:dk  
Enclosures

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FLORIDA CORPORATION

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ARTICLES OF INCORPORATION  
OF  
THE COLLEGIATE SOURCE, INC.

Article I - Name

The name of this corporation is THE COLLEGIATE SOURCE, INC.

Article II - Principal Place of Business

The principal place of business of this corporation is 13525  
103rd Avenue North, Largo, FL 33774.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting  
any or all lawful business for which corporations may be incor-  
porated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00  
par value common stock.

Article VI - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power  
for the election of directors and for all other purposes shall be  
vested exclusively in the holders of the outstanding Common Shares.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 13525 103rd Avenue North, Largo, FL 33774, and the name of the initial registered agent of this corporation at that address is Carl Britton Wirt.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: Carl Britton Wirt  
Carl Britton Wirt

Article VIII - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

Carl Britton Wirt  
John Leslie Davis  
Donald Lee Oliver

ALL LOCATED AT 13525 103rd Avenue North, Largo, FL 33774.

Article IX - Incorporator

The names and addresses of the persons signing these articles are:

Carl Britton Wirt  
John Leslie Davis  
Donald Lee Oliver

ALL LOCATED AT 13525 103rd Avenue North, Largo, FL 33774.

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Article X - Bylaws

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

Article XI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 1 day of MAY, 1997.

  
Carl Britton Wirt, Subscriber

  
John Leslie Davis, Subscriber

  
Donald Lee Oliver, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CARL BRITTON WIRT, JOHN LESLIE DAVIS and DONALD LEE OLIVER, who are personally known to me or who produced Florida Drivers' Licenses as identification, and they acknowledged before me that they executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1 day of May, 1997

Lee Ann Todd  
Notary Public

My Commission Expires:



LEE ANN TODD  
Notary Public - State of Florida  
COMMISSION # CC 609424  
EXPIRES DEC 22, 2000