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Requestor's Name
Jocelyn G. Andress
Tools for Change
6255 NW 7th Ave
Address
Miami, FL 33150
City/State/Zip Phone #

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97 JUN 16 PM 1:13

SECRETARIAL LINE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Love It or Brown Books, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

ARTICLES OF INCORPORATION

OF
LOVETT & BROWN BOOKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is LOVETT & BROWN BOOKS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 1746 West Oakland Park Blvd, Oakland Park, FL 33311, and mailing address of the Corporation is 2817 SW 6th Street, Ft. Lauderdale, FL 33312.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, is 1746 West Oakland Park Boulevard, Oakland Park, FL 33311, and the registered agent at that office is ETHERIDGE G. LOVETT.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

ETHERIDGE LOVETT
1746 W. Oakland Park Boulevard
Oakland Park, FL 33311

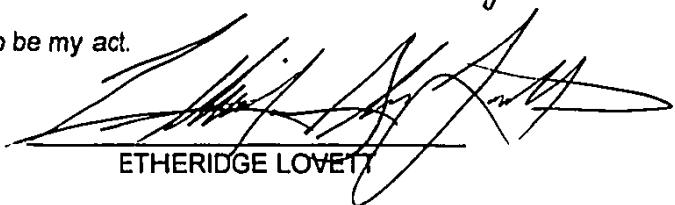
JAMES E. BROWN
1746 W. Oakland Park Boulevard
Oakland Park, FL 33311

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ETHERIDGE LOVETT
1746 W. Oakland Park Boulevard
Oakland Park, FL 33311

IN WITNESS WHEREOF, I, ETHERIDGE LOVETT, the undersigned incorporator, have signed these Articles of Incorporation on this 12th day of June, 1997, and acknowledged the same to be my act.



ETHERIDGE LOVETT

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of June, 1997 by ETHERIDGE LOVETT, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407767
Expires Sep. 18, 1008
Bonded by HAI
800-422-1555

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

97 JUN 16 PM 1:13

STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That LOVETT & BROWN BOOKS, INC., desiring to organize under the laws of the State of Florida with its principal office 1746 W. OAKLAND PARK BLVD., as indicated in the Articles of Incorporation at City of OAKLAND PARK, County of BROWARD, State of Florida, has named ETHERIDGE LOVETT, at 1746 W. OAKLAND PARK BLVD., in the City of OAKLAND PARK, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY:

ETHERIDGE LOVETT

DATE:

6/12/97