

Panopoulos
LORRAINE F. REYNOLDS, P.A.

TAX ACCOUNTANT

OFFICE 561/966-1100

97 JUL 11 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax 561/966-3063

JULY 8, 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
THE CAPITAL
TALLAHASSEE, FLORIDA 32302

RE: LAMPS BY THE BOOK, INC.

GENTLEMEN:

ATTACHED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE REFERENCED CORPORATION.

ALSO ATTACHED IS A CHECK FOR \$ 122.50 TO COVER THE COST OF
THE FOLLOWING:

FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT FEE	35.00

TOTAL \$ 122.50

THANK YOU FOR YOUR ATTENTION CONCERNING THIS MATTER.

VERY TRULY YOURS

Lorraine F. Reynolds
LORRAINE F. REYNOLDS
LORRAINE F. REYNOLDS P.A.

CC: LAMPS BY THE BOOK, INC.
ATTACHMENT: CHECK # 6105

ARTICLES OF INCORPORATION

FILED

OF

97 JUL 11 AM 9:22

LAMPS BY THE BOOK, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, DOES HEREBY FORM THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLES 1: NAME

THE NAME OF THIS CORPORATION IS : LAMPS BY THE BOOK, INC.

ARTICLE II; PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III: CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF COMMON STOCK VALUED AT ONE DOLLAR (\$ 1.00) PAR VALUE.

ARTICLE IV: PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF, (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUE OF FRACTIONAL SHARES) AT THE PRICE WHICH IT IS OFFERED TO OTHERS.

ARTICLE V: REGISTERED AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS :

JEFFREY DIAMOND
435 25TH STREET
WEST PALM BEACH, FLORIDA 33407

ARTICLE VI: CORPORATION ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:

435 25TH STREET
WEST PALM BEACH, FLORIDA 33407

ARTICLE VII: BOARD OF DIRECTORS

THERE WILL BE NO BOARD OF DIRECTORS FOR THIS CORPORATION.
THE CORPORATION WILL BE RUN SOLELY BY ITS SHAREHOLDERS.

ARTICLE VIII: INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL SIGNING THESE
ARTICLES OF INCORPORATION IS:

JEFFREY DIAMOND
435 25TH STREET
WEST PALM BEACH, FLORIDA 33407

ARTICLE IX: BY LAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL THE BY-LAWS
SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE X: RESTRICTION ON STOCK TRANSFER

SHARES HELD BY THE INITIAL SHAREHOLDER MAY NOT BE RESOLD OR
OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES
ARE FIRST OFFERED TO THIS CORPORATION. THE PRICE AND TERMS
AT WHICH, AND THE TIME WITHIN SUCH SHARES MAY BE SOLD, SHALL
BE FURTHER SPECIFIED BY WRITTEN AGREEMENT BETWEEN THE
SHAREHOLDER AND THIS CORPORATION.

ARTICLE XI: INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR FORMER
OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XII: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR
ANY OTHER AMENDMENT HERETO AND RIGHT CONFERRED UPON THE
SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS IS ONE THOUSAND DOLLARS (\$ 1000.00)

FILED

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION.

87 JUL 11 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

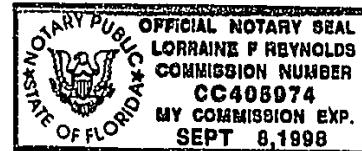
Jeffrey S. Diamond 7-8-97
JEFFREY S. DIAMOND DATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED THE NAMED INDIVIDUAL, SET FORTH AS THE
SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, WHO IS
PERSONALLY KNOWN TO ME, AND KNOWN BY ME TO HAVE EXECUTED
SAME.

IN WITNESS WHEREOF, I HAVE SET MY HAND, AND AFFIXED MY
OFFICIAL SEAL IN THE STATE OF FLORIDA, COUNTY OF PALM BEACH,
THIS 8TH DAY OF JULY, 1997.

Lorraine F. Reynolds 7-8-97
NOTARY PUBLIC STATE OF FLORIDA DATE



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, BEING APPOINTED AS REGISTERED AGENT OF
LAMPS BY THE BOOK, INC. ACCEPTS THE APPOINTMENT AS
REGISTERED AGENT SIMULTANEOUSLY WITH BEING DESIGNATED AS
SUCH REGISTERED AGENT.

Jeffrey S. Diamond 7-8-97
JEFFREY S. DIAMOND DATE