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97 JUL 28 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

Requestor's Name _____

Address _____

Corporate Office
2325 Ulmerton Rd., Suite 22
Clearwater, FL 34622 e # _____

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

1. 34th STREET BOOK & VIDEO INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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- ☐ 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

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials PN 7/29/97

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Corporation Statute, adopt the following Articles of Incorporation for said corporation:

1. Name and Address: The name of this corporation is 34th Street Book & Video, Inc. The principal office and mailing address is 2200 34th Street, South St. Petersburg, FL 33711.

Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock: The corporation is authorized to issue 1,000.00 shares, all of one class, at \$1.00 per value.

5. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Richard VandeSteege II
2200 34th Street, So.
St. Petersburg, FL 33711

7. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Name	Address
Richard VandeSteege II	2200 34th Street, So. St. Petersburg, FL 33711

13. Director Conflict of Interest: (A) No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other individual or firm in which one or more of its directors or officers are financially interested, shall be valid or enforceable for this corporation unless the board of directors or a committee of the board of directors, composed of disinterested directors, approves such contract or transaction and that the votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. Informal Action of Shareholders: Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

7 Incorporator: The name and address of the
Incorporator signing these articles of Incorporation is:

Name

Address

Richard VandeSteege II

2200 34th Street So.
St. Petersburg, FL 33711

8 Bylaw Amendment: The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the board of Directors and the shareholders.

9 Indemnification: The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation pursuant to the provisions of section 607.0850 of the Florida Statutes, as amended.

10 Informal Action of Directors: If a majority of the Directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of Directors.

11 Amendment of Articles: The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner provided by the Florida Statutes.

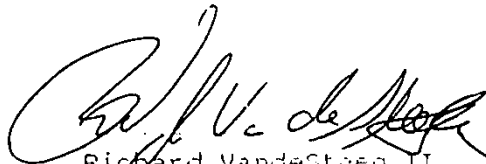
12 Pre-emptive Rights: Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written action submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the said Richard Vandesteeg II
has executed these Articles of Incorporation this 24th day
of July 1997

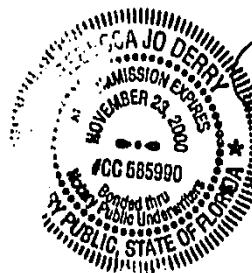

Richard Vandesteeg II
Incorporator

I hereby accept and am familiar with the duties of being
designated as Registered Agent


Richard Vandesteeg II
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
24th day of July, 1997 by Richard Vandesteeg II
_____, who is (personally known to me)
~~or (who has produced a drivers license as identification)~~
and who (did/did not) take on oath




Notary Public

My commission expires 11-23-2000