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NAN B. BOLZ, P. A.
Attorney at Law

FILED

5 Harvard Circle, Suite 100 97 NOV -4 PM 1:36
West Palm Beach, Florida 33409
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(561) 686-4800 Fax No. (561) 686-8888

October 22nd, 1997

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*****70.00 *****70.00

Secretary of State
Attn: New Filings Section
P. O. Box 6327
Tallahassee, FL 32399

RE: WALLACE'S BOOK STORE (GAINESVILLE), INC. and
WALLACE'S BOOK STORE (ORLANDO), INC.

Dear Sir/Madam:

Enclosed please find an original Statement of Change of Registered Office and Registered Agent for the above captioned corporation together with our check in the amount of \$70.00 for the filing fee of both corporations. Please return confirmation to our office at your earliest convenience in the return envelope provided.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Ruby Lockwood
Paralegal/Office Manager

/rjl
Enclosures

P. Hall
NOV - 5 1997

ARTICLES OF INCORPORATION

FILED

OF

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WALLACE'S BOOK STORE (ORLANDO), INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WALLACE'S BOOK STORE (ORLANDO), INC.

The address of the principal office of this corporation shall be 12140 Collegiate Way, Orlando, Florida 32817, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5 Harvard Circle, Suite 100, West Palm Beach, Florida 33409, and the name of the initial registered agent of the corporation at that address is Nan B. Bolz.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

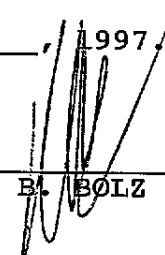
The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

NAN B. BOLZ
5 Harvard Circle, St. 100
West Palm Beach, Fl. 33409

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal on October 20, 1997.

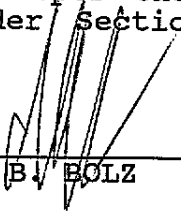


NAN B. BOLZ

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED FILED
IN ARTICLES OF INCORPORATION**

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NAN B. BOLZ, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



NAN B. BOLZ