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FROM: BROAD AND CASSEL

1-16-98

ACCT#: 076376001555

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NAME: WORLD OF PAPERBACKS, INC.

AUDIT NUMBER.....H98000001162

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
WORLD OF PAPERBACKS, INC.

EFFECTIVE DATE

1-16-98

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: World of Paperbacks, Inc., 3185 Custer Avenue, Lake Worth, Florida 33467, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road,
Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the date of execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 3185 Custer Avenue, Lake Worth, Florida 33467. The initial registered agent at that address is Frank Ferrara.

ARTICLE VI

The Corporation shall have two (2) director(s) initially. The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her/their successor is duly elected and qualified, are:

NAME	ADDRESS
Frank Ferrara	3185 Custer Avenue Lake Worth, Florida 33467
Yolanda Ferrara	3185 Custer Avenue Lake Worth, Florida 33467

ARTICLE VII

The name and address of the incorporator is: Frank Ferrara, 3185 Custer Avenue, Lake Worth, Florida 33467.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any

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director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of January, 1998.



Frank Ferrara, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

First - That World of Paperbacks, Inc., desiring to organize under the laws of the State of Florida, has designated 3185 Custer Avenue, Lake Worth, Florida 33467 as the place of business for the service of process within this state.

Second -- That the above corporation has named Frank Ferrara as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 16th day of January, 1998.


Frank Ferrara, Registered Agent

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