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January 27, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/02/98--01059--001
****131.25 ****131.25

RE: MacIntosh Books, Inc.

Dear Sirs;

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.


Please provide a certificate of status and a certified copy of these Articles.

A check for \$131.25 is enclosed. This represents payment for:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by a Registered Agent	\$ 35.00
Certificate of Status	\$ 8.75
Certified Copy of Articles of Incorporation	\$ 52.50

Thank you for your prompt attention to this matter.

Very truly yours,



PETER E. KELLY

98 FEB -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PEK/rak
Enclosure

nc 2/4/98

ARTICLES OF INCORPORATION
OF
MACINTOSH BOOKS, INC.

FILED
98 FEB -2 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: MACINTOSH BOOKS, INC.. The principal office of the Corporation is:

2365 Periwinkle Way
Sanibel, Florida 33957

The mailing address of the Corporation is:

2365 Periwinkle Way
Sanibel, Florida 33957.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock.

Article 5. Limitation on Sale or Transfer of Shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1648 Periwinkle Way, Suite A-1, Sanibel, Florida 33957, and the name of its initial Registered Agent at that address is Peter E. Kelly, Esq.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:


Thomas P. Dowling 129 Baldwin Avenue, Point Lookout, New York 11569
Rosemary A. Dowling 129 Baldwin Avenue, Point Lookout, New York 11569

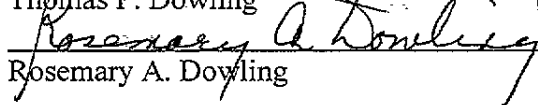
Article 8. Incorporators. The name and address of each Incorporator is as follows:

Thomas P. Dowling 129 Baldwin Avenue, Point Lookout, New York 11569
Rosemary A. Dowling 129 Baldwin Avenue, Point Lookout, New York 11569

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27th day of JAN., 1998.



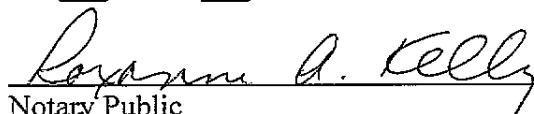
Thomas P. Dowling


Rosemary A. Dowling

STATE OF FLORIDA)
)ss
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 27th day of January 1998, by Thomas P. Dowling and Rosemary A. Dowling, who produced _____ as identification or is personally known to me, and who did did not take an oath.

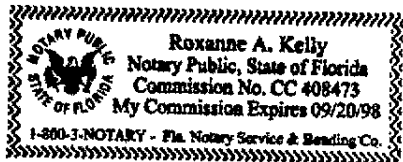
My Commission Expires:



Notary Public
ROXANNE A. KELLY

Printed Name

SEAL:



**ACCEPTANCE BY DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: JANUARY 27, 1998

Peter E. Kelly
Signature of Agent

PETER E. KELLY
Printed Name

FILED
98 FEB -2 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA