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Ashling M. Roche, P.A.
Attorney at Law FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone (954) 630-8024
Fax (954) 630-0379

February 11, 1998

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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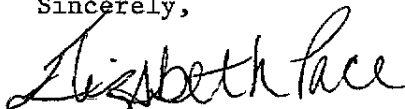
Re: Petey's Small & Smart Book Club, Inc.

Dear Sir/Madam:

Enclosed for filing are one original and one copy of the Articles of Incorporation for the above referenced corporation. Please return to the undersigned a certified copy of the articles as soon as possible.

As time is of the essence, we appreciate your prompt attention to this matter. If there are any questions, please do not hesitate to contact our office.

Sincerely,



Elizabeth Pace
for Ashling Roche

Enclosure

P. Hall
FEB 12 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PETHEY'S SMALL ♡ SMART BOOK CLUB, INC.

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is **Petey's Small ♡ Smart Book Club, Inc.**

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

ARTICLE FIVE

The corporation shall have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 4502 West Hallandale Beach Blvd., Pembroke Park, Florida 33023.

ARTICLE SEVEN

The number of directors will not be less than one.

ARTICLE EIGHT

The members of the first Board of Directors are to be determined at the first organizational meeting.

ARTICLE NINE

The name and street address of the subscriber to the Articles of Incorporation is:

1. Willie Frank Murray 4502 West Hallandale Beach Blvd.
Pembroke Park, Florida 33023.

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

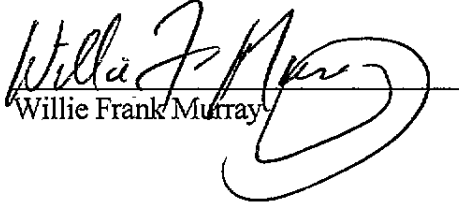
Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and not

withstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Ashling Roche, P.A. The place designated for service of process shall be 2701 East Sunrise Blvd., Suite #310 Fort Lauderdale, Florida 33304.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 10 day of February, 1998.


Willie Frank Murray

STATE OF FLORIDA)

)SS:

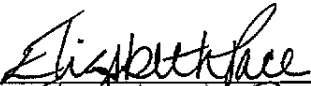
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11 th day of February, 1998 by Willie Frank Murray. He is personally known to me did not take an oath.

Notary Public:



Elizabeth Pace
My Commission CC588932
Expires Sep. 29, 2000

sign 
print Elizabeth Pace

State of Florida at Large (Seal)

My Commission Expires: 2000

CERTIFICATE DESIGNATING

FILED

REGISTERED AGENT/REGISTERED OFFICE 98 FEB 12 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement in
designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

PETHEY'S SMALL  SMART BOOK CLUB, INC.

2. The name and address of the registered agent and office is:

Ashling Roche, P.A.

2701 East Sunrise Blvd., Suite #310

Fort Lauderdale, Florida 33304.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature


(Registered Agent)

Date

2/10/98