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3/25/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: THE PAPERBACK SHACK, INC.
AUDIT NUMBER.....H98000025791
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
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** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS
98 MAR 25 AM 7:30

3-26-98
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 AM 1:30

ARTICLES OF INCORPORATION
OF

THE PAPERBACK SHACK, INC

ARTICLE I NAME

The name of the corporation shall be:

THE PAPERBACK SHACK, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of
this corporation shall be:

800 VIRGINIA AVENUE STE 17

FORT PIERCE, FL 34950

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is
authorized to have outstanding at any one time is:

1000 (ONE THOUSAND)

Prepared by: Triple Check Income Tax Service
2506 Delaware AVE.
Ft. Pierce, Fl 33947
(561) 461-5987

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CORINNE CROFUTT

800 VIRGINIA AVENUE STE 17

FORT PIERCE, FL 34950

ARTICLE V INCORPORATOR

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

CORINNE CROFUTT

800 VIRGINIA AVENUE STE 17

FORT PIERCE, FL 34950

The undersigned has executed these Articles of Incorporation this 25TH day of MARCH 1998.

Corinne E. Crofutt
CORINNE CROFUTT, Incorporator

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SECRETARY OF CORPORATIONS
98 MAR 25 AM 7:30

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE PAPERBACK SHACK, INC

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

CORINNE CNOFUTT

800 VIRGINIA AVENUE STE 17

FORT PIERCE, FL 34950

Signature:

Corinne E. Cnofutt
PRESIDENT

Title:

MARCH 25, 1998

Date:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature:

Corinne E. Cnofutt

Date: MARCH 25, 1998

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Ft. Pierce, Fl 34947
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