

P98000046888

7410 N.E. 5th Avenue
Miami, Florida 33138
May 20, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: John M. Drew Enterprises, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for John M. Drew Enterprises, Inc. Enclosed, as well, is a \$122.50 cashier's check for the following:

Registered Agent Designation	\$35.00
Filing Fees	\$35.00
Certified Copy	<u>\$52.50</u>
	\$122.50

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,

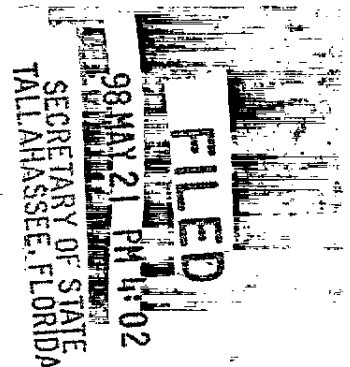
John M. Drew
John M. Drew

JMD/pg
Enclosures

200002531482-2
-05/21/98-01056-005
****122.50 ****122.50

~~W98-1915~~
Dmp
5/26/98

John Drew called
gave auth by phone
to correct the R.A.
address.



**ARTICLES OF INCORPORATION
OF
JOHN M. DREW ENTERPRISES, INC.**

FILED
98 MAY 21 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is John M. Drew Enterprises, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the retail rental and sale of books, videos, and gifts; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

7410 N.E. 5th Avenue
Miami, Florida 33138

The name of the registered agent at such address is:

John M. Drew

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

7545 Biscayne Boulevard
Miami, Florida 33138

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial two members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
William G. Scott	747 Leavenworth Street San Francisco, California 94109
John M. Drew	7410 N.E. 5th Avenue Miami, Florida 33138

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John M. Drew	7410 N.E. 5th Avenue Miami, Florida 33138

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporators for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of May 1998.



JOHN M. DREW

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
98 MAY 21 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

JOHN M. DREW ENTERPRISES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

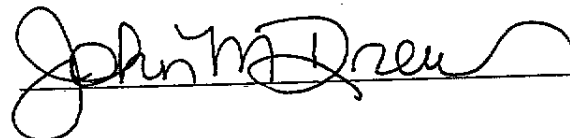
MIAMI, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED JOHN M. DREW, LOCATED AT
(NAME OF REGISTERED AGENT)

7410 N.E. 5th Avenue
(STREET ADDRESS AND NAME OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE



TITLE INCORPORATOR
(CORPORATE OFFICER)

DATE

5/19/98

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 STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


JOHN M. DREW, REGISTERED AGENT

DATE

5/19/98