

LAW OFFICES

of

KARLEEN A. GRANT

P980000 64178

July 15, 1998

Documents Examiner
New Filings Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800002592938--3
-07/20/98--01061--002
*****70.00 *****70.00

RE: BLUE HERON BOOKS, INC.

Dear Sir or Madame:

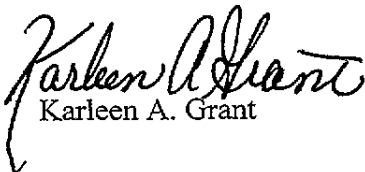
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please file the original, time-stamp the copy, and return the time-stamped copy to the undersigned.

I am also enclosing a check in the amount of \$70.00 to cover the following:

Filing Fee:	\$35.00
Registered Agent Designation:	\$35.00

Thank you for your cooperation in this matter.

Sincerely,


Karleen A. Grant

Enclosures

FILED
98 JUL 20 AM 9:20
TALLAHASSEE, FLORIDA
DEPT. OF STATE

CJB
7-22-98
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ARTICLES OF INCORPORATION

of

BLUE HERON BOOKS, INC.

FILED
98 JUL 20 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, being natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **BLUE HERON BOOKS, INC..**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

FOURTH: The names and addresses of the undersigned subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAWN THORNBURGH	916 VIRGINIA STREET Key West, Florida 33040
PATRICIA S. CLIFF	1615 SOUTH STREET Key West, Florida 33040

FIFTH: The above named subscribers, addresses as indicated, shall be the directors of this corporation until their successors are elected. This corporation shall have not less than one (1) nor more than five (5) directors.

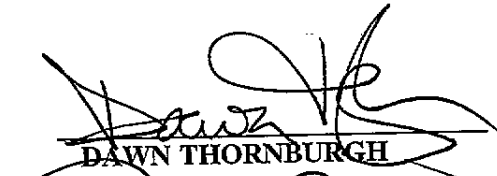

SIXTH: The street address of the initial registered office of this corporation is 1304 Simonton Street, Key West, Florida 33040, and the name of its Registered Agent at such address is DAWN THORNBURGH.

SEVENTH: The principal office of the corporation shall be 1304 Simonton Street, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

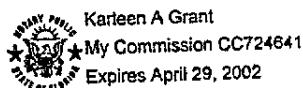
IN WITNESS WHEREOF, the undersigned have hereunto subscribed to these Articles of Incorporation, this 14 day of July, 1998.

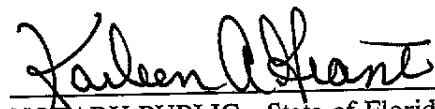

DAWN THORNBURGH

PATRICIA S. CLIFF

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 14 day of JULY, 1998, by DAWN THORNBURGH AND PATRICIA S. CLIFF, who are personally known to me or who produced _____, as identification.

My Commission Expires:



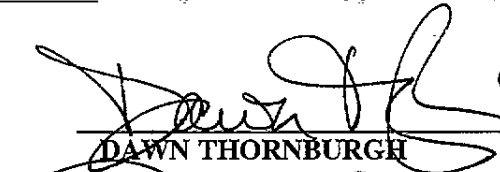


NOTARY PUBLIC - State of Florida
KARLEEN A GRANT
Print Name:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **BLUE HERON BOOKS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Key West, County of Monroe, State of Florida, has named **DAWN THORNBURGH**, whose address is 1304 Simonton Street, City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.

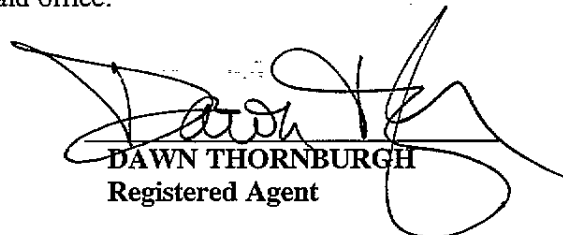
DATED: July 14, 1998.


DAWN THORNBURGH

PATRICIA S. CLIFF

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98 JUL 20 AM 9:20
TALLAHASSEE, FLORIDA
STATE

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DAWN THORNBURGH
Registered Agent