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City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1.	c	Requestor's Name Address		FILED 98 AUG -3 PM 3: 19 SECRETARY OF STATE TALLAHASSEE, FLORIDA			
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PINNACLE BOOKS INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III PURPOSE

The corporation is organized for the purpose of engaging in the business of publishing, distributing and marketing all kinds of written material including books, periodicals, magazines etc. by all methods and forms, and related services and in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV PRINCIPAL OFFICE

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

4521 P.G.A. Blvd., Palm Beach Gardens, Fl. 33418

ARTICLE V SHARES

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

1000 Shares Common Stock No Par Value

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL J. CORBETT, whose address is No. 4521 P.G.A. Blvd.
Palm Beach Gardens, Fl. 33418

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have **ONE** (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

MICHAEL J. CORBETT, whose address is No. 4521 P.G.A. Blvd.
Palm Beach Gardens, Fl. 33418

ARTICLE VIII INCORPORATOR

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

MICHAEL J. CORBETT, whose address is No. 4521 P.G.A. Blvd.
Palm Beach Gardens, Fl. 33418

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 1998.

MICHAEL J. CORBETT

4521 P.G.A. Blvd., Palm Beach Gardens, Fl. 33418

State of Florida

County of Palm Beach

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

MICHAEL J. CORBETT of No. 4521 P.G.A. Blvd., Palm Beach Gardens, Fl. 33418

Signature Signature

FLORIVER'S LICENSE Form of Identification

Known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the forms of identification of the above named person as indicated opposite his name and that an oath was not taken.

Witness my hand and official seal in the County of Palm Beach and State of Florida last aforesaid this 31st day of July, 1998.

Notary Signature

Printed Notary Signature State of Florida My Commission expires: Commission No.: ALAN J. COOPER

Notary Public, State of Florida My Comm. Expires May 17, 2000 No. CC 531919

Honded Thru Official Natary Service 1-(800) 723-0121

CERTIFICATE OF DESIGNATION OF

98 AUG -3 PM 3: 20 SECRETARY OF STATE TAIL AHASSEE, FLORIDA

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:

PINNACLE BOOKS INC.

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

MICHAEL J. CORBETT

4521 P.G.A. Blvd., Palm Beach Gardens, Fl. 33418

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.

MICHAEL J. CORBETT