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LAW & BUSINESS CENTER
6700 1/2 Stirling Rd.
Davie, Fl. 33024
(954) 894-8904

August 13, 1998

FILED
98 AUG 28 AM 7:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. 6327
Tallahassee, Fl. 32314

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-08/28/98--01046--008
*****78.75 *****78.75

RE: Bookstore, At Your Reach-Libreria A Su Alcance, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificate of Designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6700 1/2 Stirling Rd., Davie, Florida 33024 .

I am enclosing a money order in the amount of \$78.75 to cover your fee .

Truly yours,

Jose F. Carreto

Jose F. Carreto
enclosures

F. CHESSEB SEP 1 1998

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 :

Bookstore, At Your Reach- Libreria A Su Alcance, Inc.

ARTICLE II PRINCIPAL OFFICE

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

4221 S.W. 52nd Ct., Apt. W

Ft. Lauderdale, FL. 33314

ARTICLE III SHARES

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

1000 shares no par value

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TREASURY DEPARTMENT

*ARTICLE IV INITIAL REGISTERED AGENT AND STREET
ADDRESS*

The name and address of the initial registered agent is:

Nancy Laracuent

4221 S.W. 52nd Ct., Apt. W

Ft. Lauderdale, Fl. 33314

ARTICLE V INCORPORATORS

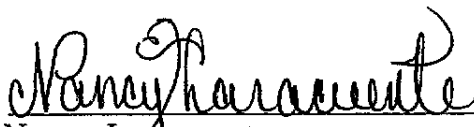
*The name and address(es) of the incorporator(s) to these Articles of
Incorporation are:*

Nancy Laracuent

4221 S.W. 52nd Ct., Apt. W

Ft. Lauderdale, Fl. 33314

*The undersigned incorporator(s) has (have) executed these Articles of
Incorporation this 21st day of August, 19 98.*


Nancy Laracuent

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

*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*

The name of the Corporation is :

Bookstore, At Your Reach-Libreria A Su Alcance, Inc.

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

Nancy Laracuenta

4221 S.W. 52nd Ct., Apt. W

Ft. Lauderdale, FL. 33314

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TALLAHASSEE FLORIDA

*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*

Nancy Laracuenta

Nancy Laracuenta

Date 8/21/98