

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Book Bag Savings, Inc.

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☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: CEJ

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Name _____

Date _____

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Walk-In _____

Will Pick Up _____

SEP 11 1998

ARTICLES OF INCORPORATION
OF

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BOOK BAG SAVINGS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: BOOK BAG SAVINGS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Steven Reed
4001 South Ocean Drive
Apartment 8-B
Hollywood, Florida, 33019

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to

time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Robyn Landman
1487 Mariner Way
Hollywood, Florida 33019

Steven Reed
4001 South Ocean Drive
Apartment 8-B
Hollywood, Florida, 33019

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INITIAL OFFICERS.

The names of the initial officers of this Corporation, their respective titles and their street addresses are:

President: Steven Reed
4001 South Ocean Drive
Apartment 8-B
Hollywood, Florida, 33019

Secretary: Robyn Landman
1487 Mariner Way
Hollywood, Florida 33019

ARTICLE IX. INITIAL STOCKHOLDERS.

The names of the initial stockholders of this Corporation and the distribution of their respective shares are:

Robyn Landman	100 Shares
Steven Reed	100 Shares

ARTICLE X. HOLD HARMLESS.

The Corporation shall hold harmless and indemnify each of the initial officers, directors and incorporator from any and all liability, including any and all costs and attorney's fees they may incur, arising from any and all acts or omissions they perform or fail to perform, for, on behalf of or in connection with the Corporation.

ARTICLE XI. INCORPORATOR.

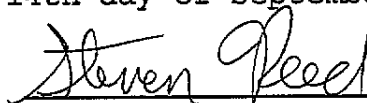
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Steven Reed
4001 South Ocean Drive
Apartment 8-B
Hollywood, Florida, 33019

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14th day of September, 1993



STEVEN REED
Incorporator

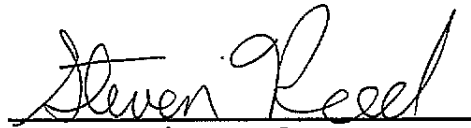
**CERTIFICATE DESIGNATING PLACE OF BUSINESS AND
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BOOK BAG SAVINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 4001 South Ocean Drive, Apartment 8-B, Hollywood, Florida, 33019, County of Broward, State of Florida, has named Steven Reed, located at 4001 South Ocean Drive, Apartment 8-B, Hollywood, Florida, 33019, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent
STEVEN REED

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