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SHUMAKER, LOOP & KENDRICK, LLP

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1660

MAILING ADDRESS

POST OFFICE BOX 172609

TAMPA, FLORIDA 33672-0609

CHARLOTTE OFFICE

128 SOUTH TRYON STREET

SUITE 1800

CHARLOTTE, NORTH CAROLINA 28202

(704) 375-0057

FAX (704) 332-1197

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43624-1573

(419) 241-9000

FAX (419) 241-6894

October 5, 1998

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Bayside Books Corporation / General Representation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Bayside Books Corporation for filing with your department along with our firm's check in the amount of \$78.75 representing the applicable filing fee and certified copy request.

Please forward the certified copy of the filed Articles to our offices in the enclosed Federal Express envelope. Your anticipated cooperation and assistance in this matter is greatly appreciated. If you have any questions or comments, please do not hesitate to contact the undersigned at 1-800-677-7661. Thank you again for your assistance.

Very truly yours,

Tammy Goggans

Tammy Goggans
Legal Assistant

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98 OCT 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

Dmc
10/15/98

(4)

**ARTICLES OF INCORPORATION OF
BAYSIDE BOOKS CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Bayside Books Corporation.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 3051 Tech Drive, St. Petersburg, Florida 33716, and the mailing address of the Corporation is 3051 Tech Drive, St. Petersburg, Florida 33716.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, \$1.00 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn III	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first

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TALLAHASSEE, FLORIDA

annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation or removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Thomas L. duPont	3051 Tech Drive St. Petersburg, Florida 33716
Steven B. Chapman	3051 Tech Drive St. Petersburg, Florida 33716

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn III	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of October, 1998.


W. Thompson Thorn III, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

W. Thompson Thorn III
c/o Shumaker, Loop & Kendrick LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602


W. Thompson Thorn III, Incorporator

DATE: October 5, 1998

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


W. Thompson Thorn III

DATE: October 5, 1998