



P98000090582

ACCOUNT NO. : 072100000032

REFERENCE : 006395 4352702

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 78.75

FILED OF STATE
SECRETARY OF CORPORATIONS
98 OCT 23 PM 1:54

ORDER DATE : October 22, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 006395-005

CUSTOMER NO: 4352702

100002671141--5

CUSTOMER: Mr. R. David Bustard
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: SEEKBOOKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

J 10/23/98

RECEIVED
98 OCT 23 AM 10:40
DIVISION OF CORPORATION

CORPORATE NAME CONSENT

THIS CONSENT is executed this 16 day of October 1998 by **Book Promotion, Inc.**, a corporation organized under the laws of the State of Florida (the "Corporation").

1. The Corporation is registrant and owner of the service mark "SEEKBOOKS & design" (Florida No. T98000001134).

2. The Corporation hereby consents to the use of "Seekbooks, Inc." as the name of the new Florida corporation being organized by Doug DeGroot, with R. David Bustard, Esq. as its incorporator.

IN WITNESS WHEREOF, the Corporation has caused this consent to be executed in its name the day and year first above written.

Book Promotion, Inc.

By:



Doug DeGroot
As its President

RDB-333788.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 1:54

ARTICLES OF INCORPORATION
OF
SEEKBOOKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 1:54

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Seekbooks, Inc.

2. Principal Office. The principal office of the Corporation is:

1859 Northgate Boulevard
Sarasota, Florida 34234

3. Mailing Address. The mailing address of the Corporation is:

1859 Northgate Boulevard
Sarasota, Florida 34234

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

R. David Bustard
200 South Orange Avenue
Sarasota, Florida 34236

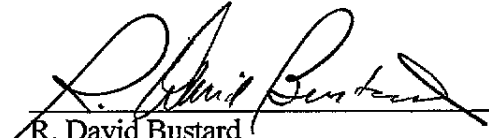
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

R. David Bustard
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 19th day of October 1998.



R. David Bustard
Incorporator and Registered Agent

RDB-333786.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 1:54