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December 14, 1998

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*****70.00 *****70.00

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

Re: BROOKSTONE PRESS, INC. -- Articles of Incorporation

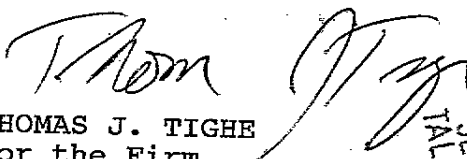
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for BROOKSTONE PRESS, INC., which is a profit corporation, together with a check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fee and registered agent designation. (We do not wish a certified copy at this time.)

A self-addressed, stamped envelope is also enclosed for your use in returning a copy of the Articles to us with your filing information thereon.

Thank you for your prompt attention and assistance.

Very truly yours,


THOMAS J. TIGHE
For the Firm.

TJT:sa
Encl.

FILED
98 DEC 17 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BROOKSTONE PRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be BROOKSTONE PRESS, INC., with its principal address and mailing address being 4117 Van Buren Street, Hollywood, FL 33021.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be GEORGE W. LINDSEY, JR., 4117 Van Buren Street, Hollywood, FL 33021.

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2). The names and addresses of the directors serving on the initial Board of Directors are as follows:

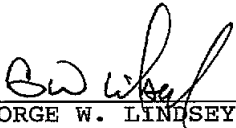
<u>NAME</u>	<u>ADDRESS</u>
GEORGE W. LINDSEY, JR.	4117 Van Buren Street Hollywood, FL 33021
SANDRA LINDSEY	4117 Van Buren Street Hollywood, FL 33021

The number of directors may subsequently be changed by vote or unanimous written action of the Board of Directors.

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is
GEORGE W. LINDSEY, JR., 4117 Van Buren Street, Hollywood, FL 33021.

I, the undersigned, being the original Incorporator of
the foregoing corporation, do hereby certify that the foregoing
constitutes the proposed Articles of Incorporation of BROOKSTONE
PRESS, INC., and I hereby declare and certify that the facts herein
stated are true.



GEORGE W. LINDSEY, JR.

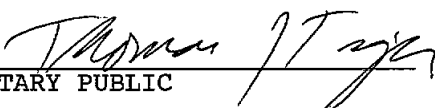
STATE OF FLORIDA :
COUNTY OF BROWARD : SS

The foregoing instrument was acknowledged before me this 11th
day of December, 1998, by GEORGE W. LINDSEY, JR., who is ☒)
personally known to me OR who () did produce
_____ as identification, and who did take
an oath.

WITNESS my hand and official seal this 11th day of
December, 1998.

My Commission Expires

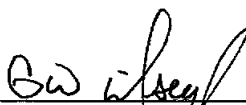




NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, GEORGE W. LINDSEY, JR., designated as Registered Agent
of BROOKSTONE PRESS, INC., in the Articles of Incorporation of said
corporation, do hereby accept appointment as such at the registered
office designated in Article IV.



GEORGE W. LINDSEY, JR., Registered
Agent