

Check Number On

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VALIDATION ONLY

1/4/99
 Requester's Name Mr Tammy Oppenheim & Pilelsky
 Address 1290 Weston Rd. 300
Weston, FL 33326
 City State ZIP Phone

(954) 384.6114

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CORPORATION(S) NAME

INVENTORY SOLUTIONS GROUP, INC.

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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| W.P. Verifier |

CERTIFIED COPY

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 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF
INVENTORY SOLUTIONS GROUP, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of this Corporation shall be Inventory Solutions Group, Inc.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) Including but not limited to the sale, distribution, and purchase of books, CDS, and other goods.

(b) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(c) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all property of the Corporation, or any interest therein.

(d) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any other kind.

(e) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds,

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debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nations and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers, and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(f) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(g) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(h) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Roy D. Oppenheim, Esquire
Oppenheim & Pilelsky, P.A.
1290 Weston Road, Suite 300
Fort Lauderdale, Florida 33326

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1290 Weston Road, Suite 300, Ft. Lauderdale, Florida 33326. The name of the initial Registered Agent of this Corporation at the above address shall be Legal Information Services, Inc. The principal place of business of the corporation is 1960 SW 30th Avenue, Hallandale, FL 33009.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person(s), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of Shareholders, and thereafter until their successors are elected are as follows:

Morris Goldman
1960 SW 30th Avenue
Hallandale, FL 33009

ARTICLE IX.
Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.
Transactions In Which Directors or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because such relationship or interest, or solely because such Directors or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The facts of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by a vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and to provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or a profit and loss statement in its Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in any manner now and hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV.
Comment of Corporate Existence

The existence of this Corporation shall, in accordance with the provisions of Florida law, commence on the date these Articles are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 4th day of January, 1999.

Oppenheim & Pilelsky, P.A.

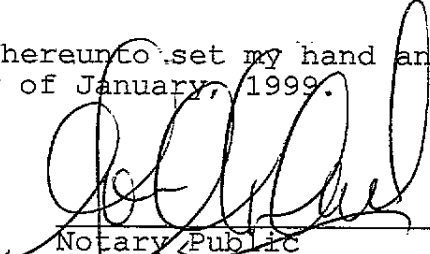
By: 

Roy D. Oppenheim, Esquire
Incorporator

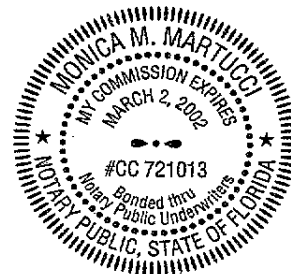
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Roy D. Oppenheim, Esquire, who is personally known to me and who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of January, 1999.



Notary Public
State of Florida at Large
My Commission Expires:

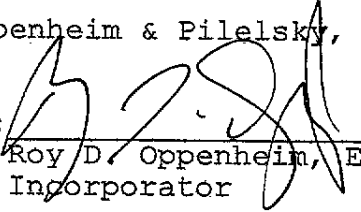


CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Inventory Solutions Group, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Legal Information Services, Inc., 1290 Weston Road, Suite 300, Ft. Lauderdale, Florida 33326, as its initial Registered Office and has named Legal Information Services, Inc., located at said address as its initial Registered Agent.

Oppenheim & Pilelsky, P.A.

By: 
Roy D. Oppenheim, Esquire
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: Legal Information Services, Inc.,
Registered Agent

By: 
Roy D. Oppenheim, President

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