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CORPORATION(S) NAME

www wholesaler Books Inc
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TO
JEFFREY D. BUTTERFIELD

ARTICLES OF INCORPORATION

OF

WDW Wholesale Books Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: WDW Wholesale Books Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 105 Landoak Lane Knoxville, TN 37922

1130 Kingston Pike Suite 1183 Knoxville, TN 37922

THIRD: The number of shares the corporation is authorized to issue is: 1,000

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

President - Dean Winegardner
3000 River Haven Point
Knoxville, TN 37922

Vice President & Secretary / Treasurer - Jill Swiderski
142 West End
Knoxville, TN 37922

SIXTH: The name and address of each incorporator is:

Dean Winegardner
3000 River Haven Point
Knoxville, TN 37922

SEVENTH: Any other provision required or permitted by law is:



Signature of Incorporator
Dean Winegardner
Print or Type Name
President
Title

Date: 3/6/99

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Date 3/8/99

By Mary R. Adams

MARY R. ADAMS
ASSISTANT SECRETARY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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