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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 10:01

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

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-04/05/99--01080--017
*****78.75 *****78.75

SUBJECT: Wind Canyon Books, Inc.

Enclosed is an original and one copy of the Articles of Incorporation, and an original of the
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

and a check for \$78.75 for the Filing Fee & Certificate.

FROM: George Jaquith
P.O. Box 1445
Niceville, FL 32588-1445

Telephone: 850-729-1111

D. BROWN APR 12 1999

ARTICLES OF INCORPORATION

OF

Wind Canyon Books, Inc.

SECRET-FILED
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ARTICLE ONE

The name of the corporation shall be *Wind Canyon Books, Inc.*

ARTICLE TWO

The address of the principal office is 1210 Windward Circle, Niceville, Florida 32578. The mailing address is: P.O. Box 1445 Niceville, FL 32588-1445.

ARTICLE THREE

The aggregate number of shares which the corporation shall have the authority to issue is as follows: 10,000 shares, no par value, of common voting stock. All such common shares may be issued from time to time by, and for consideration fixed by, the Board of Directors, and are not liable to any further call or assessment thereon. Each holder thereof shall not be liable for any further payment thereon.

ARTICLE FOUR

The street address of the corporation's initial registered office shall be 1210 Windward Circle, Niceville, Florida 32578.

The initial registered agent of the corporation shall be George Jaquith, whose address is 1210 Windward Circle, Niceville, Florida. For mailing purposes, the address is: P.O. Box 1445, Niceville, FL 32588-1445.

ARTICLE FIVE

The name and address of the Incorporator of the corporation is:

George Jaquith

mailing address

1210 Windward Circle

Niceville, Florida 32578

P.O. Box 1445

Niceville, FL 32588-1445

ARTICLE SIX

The purpose of this corporation shall be to engage in any lawful business, specifically, but not limited to, publishing and distributing books. The corporation shall exist perpetually.

ARTICLE SEVEN

Any provision for the regulation of the internal affairs of the corporation may be established by the Board of Directors.

ARTICLE EIGHT

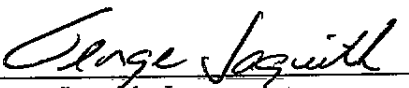
The number of directors constituting the original Board of Directors of the corporation shall be one. His name and address is:

George Jaquith

mailing address

1210 Windward Circle
Niceville, Florida 32578
P.O. Box 1445
Niceville, FL 32588-1445

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of April, 1999.


George Jaquith, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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: **Wind Canyon Books, Inc.**
2. The name and physical address of the registered agent and office is:

George Jaquith
1210 Windward Circle
Niceville, FL 32578

mailing address: P.O. Box 1445
Niceville, FL 32588-1445

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 obligations of my position as registered agent.


(Signature)

4-2-99
(Date)