

P99000039307

Ron T. Mackail & Associates, P.A.
Accountants

Ron T. Mackail
Jean M. Crane
Edward C. Sterling

636 U.S. Highway One
Suite 118
North Palm Beach, FL 33408-4611

(561) 881-1488
(561) 881-1490
Facsimile

October 29, 1998

Annette Francis
Bravo! Books Inc.
515 East 72nd Street, Apt. 3K
New York, NY 10021

**RE: INSTRUCTIONS ON FILING
ARTICLES OF INCORPORATION**

200002857682--3
-04/30/99--01022--001
*****78.75 *****78.75

Dear Annette:


Enclosed are the original Articles of Incorporation for you to sign. Your must:

1. Sign the Articles of Incorporation on the last page at the line for subscriber and registered agent.
2. Once the Articles are signed please have 2 copies made, one to accompany the original Articles to the State of Florida and one to come back to our office for our files.
3. Send the signed Articles to the State of Florida, envelope enclosed, along with a check in the amount of \$78.75 made payable to the Secretary of State.
4. Enclose the original Articles, one copy, the check and my letter to the State of Florida.

The original Articles will come back to me here in the office. Once I receive the approved Articles, I will make a copy for my file and forward to you the original along with the application for the employers identification number (form SS4) for your signature and the phone number and facsimile number to the IRS. Upon receiving the employees identification number, we will complete for you the form 2553, Application for "S" election. This form is critical and must be filed within 75 days from the date of incorporation from the State of Florida. I will give you directions on how to obtain the number once the Articles are approved.

Should you have any questions, please do not hesitate to contact me.

Respectfully yours,


Janet Smith, Secretary to
Ron T. Mackail, Accountant

RTM/jms
Enclosures

FILED
99 APR 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 30 1999

ARTICLES OF INCORPORATION
OF
BRAVO! BOOKS INC.

FILED
99 APR 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida Statute 607, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this corporation shall be: Bravo! Books Inc.

ARTICLE TWO

The purpose for which this corporation is formed is to engage in writing and publications. In addition to the above mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 500 shares of common stock with \$1.00 par value. The consideration to be paid for each share of stock shall be \$1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

ARTICLE FOUR

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of this corporation is located at:

636 U.S. Highway One, Suite 118
North Palm Beach, FL 33408

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any other state, territory or district of the United States, or in any foreign country, as they deem necessary for the best interest of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

Annette Francis

The following address is designated as the registered office for this corporation:

636 U.S. Highway One, Suite 118
North Palm Beach, FL 33408

ARTICLE SEVEN

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefore are as follows:

Annette Francis
636 U.S. Highway One, Suite 118
North Palm Beach, FL 33408
100 Shares

ARTICLE EIGHT

There shall be one Director initially. The name and post office address of the first Officer and Director of the corporation, who shall hold office for the first year of the corporation's existence or until his/her successors have been elected and qualified are as follows:

President	Annette Francis 636 U.S. Highway One, Suite 118 North Palm Beach, FL 33408
Vice President	Annette Francis
Treasurer	Annette Francis
Secretary	Annette Francis

ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TEN

All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United States, Stock certificates issued by this corporation shall be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.

ARTICLE ELEVEN

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 26th day of April, 1999.

Annette Francis
Subscriber - Annette Francis

Annette Francis
Registered Agent - Annette Francis

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

FILED
99 APR 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA