1999000050159 Document Number Only

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

500002893925--9 -06/03/99--01044--010 ******70.00 ******70.00

CORPORATION(S) NAM	Æ		
WDW Book Company of	Destin, FL, Inc.		
(x) Profit () Nonprofit () Foreign	ease Back	() Merger	
() Limited Partners	gue me par	() Other () Change () UCC	E6
() Certified Copy () Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() CUS () After 4: (x) Pick U	
Name Availability Document Examiner Updater Verifier	06/03/99 		= = = = = = = = = = = = = = = = = = =
Acknowledgement W.P. Verifier	Si	od times will of the common of	

ARTICLES OF INCORPORATION OF WDW Book Company of Destin, FL, 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 Book Company of Destin, FL, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 105 Land Oak Lane, Knoxville, TN 37922 11130 Kingston Pike, Suite 1-184, Knoxville, TN 37922 (mailing address)

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 of addresses of the persons who are to serve as initial directors are:

<u>Dean Winegardner (President), 3000 River Haven Point, Knoxville, TN 37922</u>

<u>Jill Swiderski (Vice President/Secretary/Treasurer), 142 West End, Knoxville, TN 37922</u>

SIXTH: The name and address of each incorporator is: Melanie Norwood, c/o CT Corporation System, 1201 Peachtree St., Atlanta, GA 30361

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

MUMW 9. MOWDED

Signature of Incorporator

Date 10-2-1999

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

By Dace Hr. morris

Date (J-Z-1999

DALE W. MORRIS
ASSISTANT SECRETARY
FLOO1 - CT System Online