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

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-06/03/99--01044--008
*****70.00 *****70.00

CORPORATION(S) NAME

WDW Book Company of West Palm Beach, FL, Inc.

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of BA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<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
<input type="checkbox"/> Mail Out		

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6/3/99
[Signature]

ARTICLES OF INCORPORATION
OF
WDW Book Company of West Palm Beach, 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 West Palm Beach, 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:
Dean Winegardner (President), 3000 River Haven Point, Knoxville, TN 37922
Jill Swiderski (Vice President/Secretary/Treasurer), 142 West End, Knoxville, TN 37922

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:

Melanie Norwood
Signature of Incorporator

Date 6-2-1999

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 Dale W. Morris
DALE W. MORRIS
ASSISTANT SECRETARY

FL001 - C T System Online

Date 6-2-1999

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