



MANAGEMENT COMPANY

P99000078953

July 13, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

800002933678--3
-07/15/99-01074-010
****210.00 *****70.00

RE: Articles of Incorporation

WDW Book Company of Florida City, Florida, Inc.
WDW Book Company of Marco Island, Inc.

WDW Book Company of Vero Beach, Florida, Inc.

Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation which I would appreciate your filing relative to the above matter. Also enclosed is our corporate check representing the filing fee required by the Florida Secretary of State.

Also enclosed please find two copies of the Articles which I would appreciate your stamping "Filed" and returning to my attention in the self-addressed stamped envelope.

Your assistance in this matter is appreciated. Should you have any questions or comments, please do not hesitate to call.

Yours very truly,

Susan Lynn
Administrative Assistant

Enclosures

FILED
99 SEP -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-16997

K. Rolfe JUL 23 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 1999

WDW MANAGEMENT COMPANY, LLC
11130 KINGSTON PIKE, STE 1-184
KNOXVILLE, TN 37922

SUBJECT: WDW BOOK COMPANY OF VERO BEACH, CALIFORNIA, INC.
Ref. Number: W99000016997

We have received your document for WDW BOOK COMPANY OF VERO BEACH, CALIFORNIA, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 999A00037736

ARTICLES OF INCORPORATION

OF

WDW BOOK COMPANY OF VERO BEACH, ~~CA~~, INC.

Florida

FILED
99 SEP -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Vero Beach, ~~California~~, *Florida* 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, Tennessee 37922 and 11130 Kingston Pike, Suite 1-184, Knoxville, Tennessee 37922. (mailing address).

THIRD: The number of shares the corporation is authorized to issue is: 1000.

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: Dean Winegardner (President) 3000 River Haven Point, Knoxville, Tennessee 37922 and Jill Swiderski (Vice-President/Secretary/Treasurer) 142 West End, Knoxville, Tennessee 37922.

SIXTH: The name and address of each incorporator is : Dean Winegardner, 3000 River Haven Point, Knoxville, Tennessee 37922.

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


SIGNATURE OF INCORPORATOR

DATED THIS THE 14th DAY OF July, 1999.

The incorporator is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

BY: _____

INCORPORATOR

DATED THIS THE 14th DAY OF July, 1999.

**I HEREBY CONSENT TO ACT AS REGISTERED AGENT IN
FLORIDA FOR WDW BOOK COMPANY OF VERO BEACH, FLORIDA,
INC.**


SIGNATURE

MARY R. ADAMS
ASSISTANT SECRETARY

PRINT NAME

FILED
99 SEP -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA