



MANAGEMENT COMPANY

99000080841

August 31, 1999

FILED  
99 SEP -3 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/03/99-01077-019  
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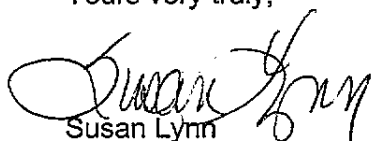
RE: Incorporation - Publishers Warehouse of St. Augustine, Florida, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and copy of Articles of Incorporation of St. Augustine, Florida, Inc., along with our firm check in the amount of \$87.50 representing the fee for the filing of the incorporation documents. We would appreciate your forwarding the copy of the Articles to our office once they have been filed.

If you have any questions or comments, please do not hesitate to contact our office. Your assistance in this matter is appreciated.

Yours very truly,

  
Susan Lynn  
Administrative Assistant

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**PUBLISHERS WAREHOUS OF ST. AUGUSTINE, FLORIDA, INC.**

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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: Publishers Warehouse of St. Augustine, Florida, Inc.

**SECOND:** The street address of the initial principal office, and, if different, the mailing address of the corporation is: 142 West End Avenue, Knoxville, Tennessee 37922 and PMB 184, 11130 Kingston Pike, Suite 1, Knoxville, Tennessee 37922. (mailing address)

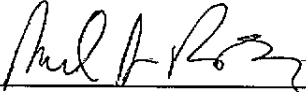
**THIRD:** The number of shares the corporation is authorized to issue is: 1,000

**FOURTH:** The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

**FIFTH:** The names and addresses of the persons who are to serve as initial directors are: Ronald A. Brooks (President), 142 West End Ave., Knoxville, TN 37922 and Jill E. Swiderski (Vice President/Secretary/Treasurer), 142 West End Ave., Knoxville, TN 37922.

**SIXTH:** The name of the incorporator is Ronald A. Brooks, 142 West End Avenue, Knoxville, Tennessee 37922.

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

  
Signature of Incorporator

Date 8/31/99

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TALLAHASSEE FLORIDA

**I HEREBY CONSENT TO ACT AS REGISTERED AGENT IN  
FLORIDA FOR PUBLISHERS WAREHOUSE OF ST. AUGUSTINE,  
FLORIDA, INC.**

Mary R. Adams  
**SIGNATURE**

MARY R. ADAMS  
ASSISTANT SECRETARY

\_\_\_\_\_  
**PRINT NAME**