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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OLD HYDE PARK VILLAGE BOOKSTORE, INC.

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**ARTICLES OF INCORPORATION
OF
OLD HYDE PARK VILLAGE BOOKSTORE, INC.**

**THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING
ARTICLES OF INCORPORATION:**

ARTICLE I: NAME

**THE NAME OF THE CORPORATION IS:
OLD HYDE PARK VILLAGE BOOKSTORE, INC.**

ARTICLE II: PRINCIPAL OFFICE

**THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION
SHALL BE:**

**6405 Via Rosa
Boca Raton, FL 33433**

ARTICLE III: PURPOSE

**THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER
THE LAWS OF THE UNITED STATES OF AMERICA AND FLORIDA.**

ARTICLE IV: SHARES

**THE MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO HAVE
OUTSTANDING AT ANY TIME IS 200 SHARES OF COMMON STOCK HAVING A PAR VALUE
OF .01 PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED
BY THE BOARD OF DIRECTORS AND MAY BE IN WHOLE OR PART IN CASH OR OTHER
PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY
PERFORMED FOR THE CORPORATION, WITH A VALUE, IN THE JUDGEMENT OF THE
DIRECTORS, EQUIVALENT TO OR GREATER THAN THE FULL PAR VALUE OF THE SHARES.**

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

HOWARD MANDEL 6405 VIA ROSA BOCA RATON FL 33433

**THIS INSTRUMENT
PREPARED BY:**

HOWARD MANDEL

6405 Via Rosa

BOCA RATON, FL 33433

954/523-0324

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ARTICLE VI: INCORPORATOR(S)

THE INCORPORATOR OF THE CORPORATION ASSIGNS TO THIS CORPORATION THE INCORPORATOR'S RIGHTS UNDER THE SECTION 607.161 FLORIDA STATUTES, TO CONSTITUTE A CORPORATION, AND THE INCORPORATOR ASSIGNS TO THOSE PERSONS DESIGNATED BY THE BOARD OF DIRECTORS AND ANY RIGHTS THE INCORPORATOR MAY HAVE TO ACQUIRE ANY OF THE CAPITAL STOCK OF THIS INCORPORATION, THIS ASSIGNMENT BECOMING EFFECTIVE ON THE DATE CORPORATE EXISTENCE BEGINS. THE NAME(S) AND ADDRESS(ES) OF EACH INCORPORATOR(S) OF EACH INCORPORATOR IS(ARE) :

NAME = HOWARD MANDEL
ADDRESS = 6405 VIA ROSA BOCA RATON FL 33433

ARTICLE VII

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION IN THESE ARTICLES OF INCORPORATION IN THE MANNER PRESCRIBED BY LAW, AND ALL RIGHTS CONFERRED ON THE SHAREHOLDERS ARE SUBJECT TO THIS RESERVATION. THESE ARTICLES MAY BE AMENDED PRIOR TO THE ISSUANCE OF SHARES OF THE CORPORATION BY THE UNANIMOUS APPROVAL OF THE BOARD OF DIRECTORS. THEREAFTER, EVERY AMENDMENT SHALL BE APPROVED AT THE SHAREHOLDER'S MEETING BY THE UNANIMOUS VOTE OF THE SHARES ENTITLED TO VOTE ON THE MATTER OR IN SUCH OTHER MANNER AS MAY BE PROVIDED BY LAW.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS.

THE CORPORATION SHALL HAVE (1) ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME, AS PROVIDED IN THE LAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE DIRECTOR (S) ARE:

HOWARD MANDEL
6405 VIA ROSA BOCA RATON FL 33433

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ARTICLE IX: DIRECTORS

- 1) **THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BE CONDUCTED AND MANAGED BY IT'S BOARD OF DIRECTORS, AND SUCH BOARD OF DIRECTORS SHALL CONSIST FROM ONE MEMBER AND NOT MORE THAN ELEVEN MEMBERS. A MAJORITY OF THE FIRST BOARD OF DIRECTORS NAME BELOW SHALL HAVE THE POWER TO APPROVE AND ADOPT THE BYLAWS OF THIS CORPORATION UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.**
- 2) **THE QUALIFICATIONS, TIME AND PLACE OF ELECTION AND TERM OF OFFICE OF EACH DIRECTOR SHALL BE PROVIDED FOR IN THE BYLAWS OF THE CORPORATION.**
- 3) **THE OFFICERS OF THIS CORPORATION MAY CONSIST OF A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER, AND SUCH OTHER OFFICERS AND AGENT AS MAY BE PROVIDED FOR BY THE BYLAWS OF THIS CORPORATION, WHO SHALL BE CHOSEN, SERVE FOR SUCH TERM AND HAVE SUCH DUTIES AS MAY BE PRESCRIBED BY SUCH BYLAWS.**

ARTICLE X: INDEMNIFICATION OF DIRECTORS

- 1) **THE CORPORATION SHALL INDEMNIFY ANY DIRECTORS MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION TO PROCURE ANY JUDGEMENT IN IT'S FAVOR BY REASON OF THIS BEING OR HAVING A DIRECTOR OR IT'S FAVOR BY REASON OF THIS BEING OR HAVING A DIRECTOR OR ANY OFFICER OF THE CORPORATION, OR DIRECTOR OF ANY OTHER CORPORATION WHICH THE DIRECTOR, SERVED AS SUCH AT THE REQUEST OF THE CORPORATION, AGAINST THE REASONABLE EXPENSES, INCLUDING BUT THE BUT NOT LIMITED TO ATTORNEY'S FEES, ACTUALLY AND NECESSARILY INCURRED BY THE DIRECTOR IN THE CONNECTION WITH AN APPEAL THEREIN, EXCEPT IN RELATION TO MATTERS AS TO WHICH SUCH DIRECTOR MAY BE ADJUDGED TO HAVE BEEN GUILTY OF NEGLIGENCE OF MISCONDUCT, IN THE PERFORMANCE OF THE DIRECTORS DUTY TO THE CORPORATION.**
- 2) **THE CORPORATION SHALL BE INDEMNIFY ANY DIRECTOR MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION TO PROCURE A JUDGEMENT IN IT'S FAVOR, WHETHER CIVIL OR CRIMINAL, BROUGHT TO IMPOSE A LIABILITY OR PENALTY IN SUCH DIRECTOR IN THE DIRECTOR'S CAPACITY AS DIRECTOR OR AN OFFICER OF THE CORPORATION, OR OFFICER OF ANY OTHER CORPORATION WHICH THE DIRECTOR OR OFFICER SERVES AS SUCH AT THE REQUEST OF THE CORPORATION, AGAINST JUDGEMENTS, FINES, AMOUNTS PAID IN SETTLEMENT AND**

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REASONABLE EXPENSES, INCLUDING BUT NOT LIMITED TO ATTORNEY'S FEES ACTUALLY AND NECESSARILY INCURRED AS A RESULT OF SUCH ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREIN, IF SUCH DIRECTOR ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION, AND IN CRIMINAL ACTIONS OR PROCEEDINGS, WITHOUT REASONABLE GROUND FOR BELIEF THAT SUCH ACTION WAS UNLAWFUL. THE TERMINATION OF ANY SUCH CIVIL OR CRIMINAL ACTION, SUIT OR PROCEEDING BY JUDGEMENT, SETTLEMENT, CONVICTION, OR UPON A PLEA OF NOLO CONTENDERE SHALL NOT ITSELF CREATE A PRESUMPTION THAT ANY DIRECTOR DID NOT ACT IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTEREST OF THE CORPORATION OR THAT THE DIRECTOR HAD REASONABLE GROUND FOR BELIEF THAT SUCH ACTION WAS LAWFUL.

ARTICLE XI: LIABILITY

NO DIRECTOR SHALL BE HELD LIABLE OR RESPONSIBLE FOR ANY ACTION TAKEN BY THE BOARD OF DIRECTORS UNDER THE PROVISIONS OR IN THE MANNER AUTHORIZED BY THESE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, NOR FOR THE ACTION TAKEN BY THE BOARD OF DIRECTORS IN RELIANCE ON REASONABLE GROUNDS OR PROBABLE CAUSE FOR BELIEVING THAT THE BOARD OF DIRECTORS IS ACTING UNDER THE PROVISIONS OR IN THE MANNER AUTHORIZED BY THE ARTICLES OF INCORPORATION BYLAWS, THE DEFENSE IS ANY LEGAL, EQUITABLE OR OTHER ACTION, SUIT OR PROCEEDING BROUGHT AGAINST A DIRECTOR, EITHER INDIVIDUALLY OR AS DIRECTOR, BECAUSE OR AS A RESULT OF ANY ACTION TAKEN BY THE BOARD OF DIRECTORS, SHALL BE CONDUCTED BY COUNSEL FOR THE CORPORATION, UNLESS THE ACTION, SUIT OR PROCEEDING IS BROUGHT BY OR IN BEHALF OF THE CORPORATION. ALL ACTION, SUIT OR PROCEEDINGS NOT BROUGHT BY OR IN BEHALF OF THE CORPORATION, INCLUDING BUT NOT LIMITED TO EXPENSES INCURRED IN THE COURSE OF ATTENDING TRIALS, CONFERENCES, DEPOSITIONS, HEARINGS AND MEETINGS SHALL BE PAID BY THE CORPORATION, AND IN THE EVENT OF A JUDGEMENT OR DECREE BEING RENDERED AGAINST THE DIRECTOR, THE INCORPORATOR SHALL INDEMNIFY AND SAVE THE DIRECTOR HARMLESS.

ARTICLE XII: REIMBURSEMENT OF DIRECTORS

IF A LEGAL, EQUITABLE OR OTHER ACTION, SUIT OR PROCEEDING BROUGHT BY OR IN BEHALF OF THE CORPORATION AGAINST A DIRECTOR, EITHER INDIVIDUALLY OR AS DIRECTOR SHALL RESULT IN A JUDGEMENT, DECREE OR DECISION IN FAVOR OF THE DIRECTOR, THE DIRECTOR FOR ALL COSTS AND EXPENSES OF THE DIRECTOR IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDINGS, INCLUDING BUT NOT LIMITED TO REASONABLE ATTORNEY'S FEES, COURT COSTS AND EXPENSES INCURRED IN THE COURSE OF ATTENDING TRIALS, CONFERENCES, DEPOSITIONS, HEARINGS AND MEETINGS.

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ARTICLE XIII: BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS, EXCEPT THAT THE BOARD OF DIRECTORS MAY NOT AMEND OR REPEAL ANY BYLAW ADOPTED BY THE SHAREHOLDERS SPECIFICALLY PROVIDED THAT THE BYLAW IS NOT SUBJECTED TO AMENDMENT OR REPEAL BY THE DIRECTORS.

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 9TH DAY OF JULY, 1999



HOWARD MANDEL

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT.

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACCEPT SERVICE OF PROCESS FOR SAID CORPORATION AND TO COMPLY WITH ANY AND ALL STATUTES RELATIVE TO THE COMPLETE AND PROPER PERFORMANCE OF THE DUTIES OF THE REGISTERED AGENT.


HOWARD MANDEL

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HOWARD MANDEL

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

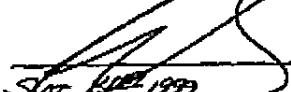
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Steven Paul Ginsberg
My Commission CC598904
Expires Oct. 29, 2000


HOWARD MANDEL
CORPORATE OFFICER

SWORN BEFORE ME THIS 14TH DAY OF September 1999.


Notary Public, State of Florida at Large.
SEP 21 1999
P. 06/06

Notary Public, State of Florida at Large.

EMPIRE CORPORATE KIT

SEP-21-1999 12:50

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