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600003001486-8
-09/30/99--01014--015
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NEVER TOO MANY BOOKS, INC.
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NEVER TOO MANY BOOKS, INC.**

FILED
99 SEP 30 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I: NAME

The name of the corporation is Never Too Many Books, Inc.

ARTICLE II: DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV: STATED CAPITAL

The corporation is authorized to issue 100,000 shares of common at ONE 00/100 (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

RESTRICTION ON TRANSFER

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at fair market value thereof.

Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: " These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE V: BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have ONE director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

NAME:

ADDRESS:

Victor Varela

1300 Coral Way, Suite 309, Miami, Florida 33145

ARTICLE VI: INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII: BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE VIII: AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator to these articles of incorporation is:

NAME:

ADDRESS:

Victor Varela

1300 Coral Way, Suite 309, Miami, Florida 33145

ARTICLE X: PRINCIPLE OFFICE

The street address of the initial principle office of the corporation shall be 1300 Coral Way, Suite 309, Miami, Florida 33145.

ARTICLE XI: REGISTERED AGENT

The street address of the initial registered office of the corporation is 1300 Coral Way, Suite 309, Miami, Florida 33145 and the name of the initial registered agent of the corporation at that address is Victor Varela.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby execute(s) these articles of incorporation this 17th day of September, 1999.



Incorporator

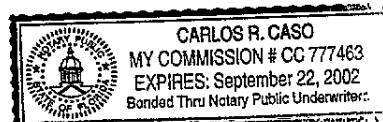
(SEAL)

STATE OF FLORIDA }
 } SS:
COUNTY OF MIAMI-DADE }

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Victor Varela, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and official seal this 17 day of September, 1999, at Miami, Miami-Dade County, Florida.



Notary Public State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Never Too Many Books, Inc., at the place designated in the Articles of Incorporation, Carlos R. Caso, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Florida Statutes relative to keeping open such office.

Date: Sep 17, 1999


Carlos R. Caso, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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