

P99000109364

BEST KEPT BOOKS

963 W. Juniata Street * Clermont, FL 34711

E-mail BestKBooks@aol.com

Phone (352) 242-1134 Wireless (352) 255-6817

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-12/06/99--01103--018
*****70.00 *****70.00

November 30, 1999

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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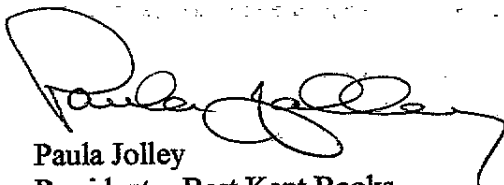
To Who it May Concern;

Enclosed you will find the corrected Articles of Incorporation for Best Kept Books, Inc. I request that all documents and communication be directed to me at:

Paula Jolley
Best Kept Books
963 W. Juniata Street
Clermont, FL 34711

Any questions please call me at 352-255-6817. Thank you in advance for your cooperation.

Sincerely,



Paula Jolley
President - Best Kept Books

T. Burch DEC 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 9, 1999

BEST KEPT BOOKS
ATTN: PAULA JOLLEY
963 W JUNIATA STREET
CLERMONT, FL 34711

SUBJECT: BEST KEEP BOOKS, INC.
Ref. Number: W99000028107

We have received your document for BEST KEEP BOOKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 999A00057903

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEST KEPT BOOKS, INC.

ARTICLE I. NAME

The name of this corporation is BEST KEPT BOOKS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

- a. To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III. POWERS

The corporation shall have the following powers:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money, and to use its credit to assist its officers and employees in accordance with the law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h. To conduct business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- k. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and employees of its subsidiaries.
- n. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- o. To have and exercise all the powers necessary or convenient to effect its purposes.

ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles and shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number may be either increased or diminished from time to time as set forth in the Bylaws. The name and address of the initial Director of this corporation are:

Paula Jolley
963 W. Juniata Street
Clermont, FL 34711

Mary Miller
339 ½ W. Montrose Street
Clermont, FL 34711

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Paula Jolley
963 W Juniata Street
Clermont, FL 34711

ARTICLE VIII. INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

963 W. Juniata Street
Clermont, FL 34711

ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement among the shareholders.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of November, 1999.

Paula Jolley
Paula Jolley

STATE OF FLORIDA
COUNTY OF LAKE

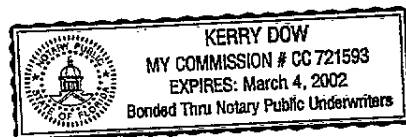
Sworn to (or affirmed) and subscribed before me this 30 day of November,
(Year) 1999 by Paula Jolley
(Name of Person Making Statement)

Kerry Dow
(Official Notary Signature)

NOTARY SEAL Kerry Dow
(Name of Notary Typed, Printed or Stamped)

Personally known: ✓ or Produced Identification,

Identification Produced: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the corporation is: Best Kept Books, Inc.

2. The name and address of the registered agent and office is:

Mary E Miller
(Name)
963 West Juniata Street
(P.O. Box not acceptable)
Clermont, FL 34711
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary E Miller
(Signature)

12/13/99
(Date)