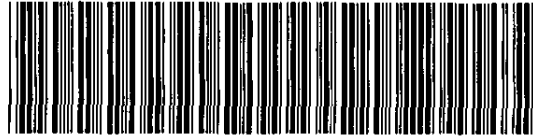


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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Certificates of Status

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SUFFICIENCY OF FILING

MRS
12/20

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: K12 BOOK SOURCE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: NEIL MOONEY
Name (Printed or typed)

1911 Cap Cir NE
Address

Tallahassee FL 32308
City, State & Zip

850 893-0670
Daytime Telephone number

nmooney@custm.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
K12 BOOK SOURCE, INC.

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11 DEC 20 AM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation, adopts the following Articles of Incorporation for such corporation:

NAME

1. The name of the Corporation is K12 BOOK SOURCE, INC. The period of duration of the corporation is perpetual.

OFFICES

2. The principal office of the Corporation shall be in Tallahassee, Florida. The Corporation may also establish any office or offices at such other place or places as the Board of Directors may from time to time designate. The mailing address of the Corporation shall be 1911 Capital Circle N.E. Tallahassee, FL 32308.

SHARES

3. Authorized Shares.

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1200 shares of Capital Stock with a par value of \$1.00 per share.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes unless approved by the by-laws of the Corporation.

REGISTERED AGENT

4. The street address of the registered office of the Corporation is 1911 Capital Circle N.E. Tallahassee, FL 32308 and the name of the registered agent at such address is Neil B. Mooney, Esq.

BOARD OF DIRECTORS

5. The initial Board of Directors shall consist of one (1) member, who need not be a resident of this state or a shareholder of the Corporation.

6. The names and addresses of the person who shall serve as Director until the first annual meeting of shareholders, or until his successor(s) has been elected and qualified are as follows:

Mr. Philip Smyres
c/o The Mooney Law Firm
1911 Capital Circle N.E.
Tallahassee, FL 32308

INCORPORATOR

7. The name and address of the initial incorporator is as follows:

Neil B. Mooney
The Mooney Law Firm, LLC
1911 Capital Circle NE, Tallahassee, FL 32308

AMENDMENTS TO ARTICLES

8. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting with no less than a two-thirds vote of the common stock.

PURPOSE

9. The Corporation is authorized to conduct all lawful business activity in the state and outside.

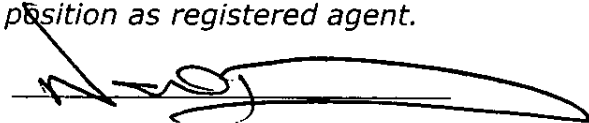
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation on this, the 19th day of December 2011.



Neil B. Mooney, Incorporator

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11 DEC 20 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 statues 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.



Neil B. Mooney

Date: December 19, 2011