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**ARTICLES OF INCORPORATION
OF
BOOK PACK, INC.**

FIRST: The name of the Corporation is Book Pack, Inc.

SECOND: The Corporation shall have perpetual duration.

THIRD: The address of its initial registered office in the State of Alabama is 103 Main Street, Columbiana, Alabama 35051 and the name of its initial registered agent at such address is Amy L. Gary.

FOURTH: The nature of the business or purposes to be conducted or promoted are:

To engage in the packaging, publication and sale of books and manuscripts, and to do all things necessary or incident thereto; and

To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of Common Stock, par value \$.01 per share.

SIXTH: The name and mailing address of the sole Incorporator is as follows:

Amy L. Gary
103 Main Street
Columbiana, Alabama 35051

SEVENTH: The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Corporation at any meeting at which a quorum is present by the affirmative vote of a majority of the whole Board of Directors. Election of Directors need not be by written ballot. The names and mailing addresses of the initial Board of Directors, to serve until their successors are elected and qualified

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pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

Amy L. Gary
103 Main Street
Columbiana, Alabama 35051

Beall D. Gary, Jr.
103 Main Street
Columbiana, Alabama 35051

John F. Wallace
103 Main Street
Columbiana, Alabama 35051

EIGHTH: No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to purchase of stock.

The undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Code of Alabama (1975), as amended, does make these Articles and does hereby declare and certify that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this 9th day of March, 1990.



Amy L. Gary

This instrument prepared by:

Beall D. Gary, Jr.
Haskell Slaughter & Young,
Professional Association
800 AmSouth-Sonat Tower
Birmingham, Alabama 35203



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Book Pack, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Book Pack, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gary Beall, 800 AmSouth Sonat Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning February 20, 1990 and expiring June 21, 1990.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on February 20, 1990.

Perry A. Hand
Secretary of State

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State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Book Pack, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Book Pack, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Book Pack, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of March, 19 90.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

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Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

