

**CERTIFICATE OF INCORPORATION
OF
BOOKS-A-MILLION, INC.**

ARTICLE I

The name of the corporation is Books-A-Million, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The corporation shall have authority to issue 15,000,000 shares of common stock of the par value of \$.01 per share ("Common Stock"), and 1,000,000 shares of preferred stock of the par value of \$.01 per share ("Preferred Stock").

ARTICLE V

The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware to establish from time to time the number of shares to be included in each such series and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, if any, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of three (3) members, but the number may be increased or decreased in the manner provided in the Bylaws of the corporation. The directors of the corporation shall be divided into three classes, designated as Class A, Class B and Class C. In the event that the number of directors shall not be evenly divisible by three (3), the Board of Directors shall determine in which class or classes the remaining director or directors, as the case may be, shall be included. The term of office of each director shall be three (3) years; provided, however, that, of the initial Board of Directors named in this Certificate of Incorporation, the term of office of the director in Class A shall expire at the first annual meeting of the stockholders after the incorporation of the corporation, the term of office of the director in Class B shall expire at the second annual meeting after the incorporation of the corporation, and the term of office of the director in Class C shall expire at the third annual meeting after the incorporation

of the corporation. At each annual meeting of stockholders, directors shall be elected for a full term of three (3) years to succeed those whose terms expire. The names and mailing addresses of the persons who are to serve as the initial directors of the corporation are:

Class A:	Gerald M. Daugherty P.O. Box 19768 Birmingham, Alabama 35219
Class B:	Clyde B. Anderson P.O. Box 197688 Birmingham, Alabama 35219
Class C:	Charles C. Anderson 202 North Court Street Florence, Alabama 35630

ARTICLE VII

Notwithstanding any other provision of this Certificate of Incorporation or the Bylaws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law), any removal of a director shall be only for cause and shall be effected only by the affirmative vote of the holders of two-thirds or more of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

ARTICLE VIII

(a) The Board of Directors shall have the power to adopt, amend or repeal any provision of the Bylaws of the corporation. Notwithstanding any other provision of this Certificate of Incorporation or the Bylaws of the corporation (and notwithstanding that some lesser percentage may be specified by law), no provision of the Bylaws of the corporation shall be amended, modified or repealed by the stockholders of the corporation, nor shall any provision of the Bylaws of the corporation inconsistent with any such provision be adopted by the stockholders of the corporation, unless approved by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

(b) Notwithstanding any provision of this Certificate of Incorporation or the Bylaws of the corporation (and notwithstanding that some lesser percentage may be specified by law), no provision of Articles IV, V, VI, VII, VIII, IX, or X of this Certificate of Incorporation shall be amended, modified or

repealed, nor shall any provision of this Certificate of Incorporation inconsistent with any such provision be adopted, by the stockholders of the corporation, unless approved by the affirmative vote of at least a majority of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

ARTICLE IX

In considering any proposed corporate action, and generally in the management of the business and conduct of the affairs of the corporation, the Board of Directors shall consider any constituency, including but not limited to customers, employees and communities in which the corporation does business, as well as any general social or economic effects of such proposed action.

ARTICLE X

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

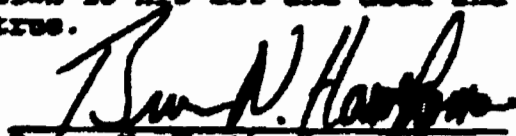
ARTICLE XI

The name and mailing address of the incorporator are Bruce K. Hawthorne, Suite 4900, 191 Peachtree Street, Atlanta, Georgia 30303-1753.

ARTICLE XII

Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated therein are true.


Bruce N. Hawthorne