

# F98000005498

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660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

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-10/01/98--01049--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

MARKETPLACE BOOKS, INC.

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JEFF BUTERFIELD

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Marketplace Books, Inc.  
 (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Maryland (State or country under the law of which it is incorporated)      3. 52-1869065 (FEI number, if applicable)

4. September 23, 1993 (Date of incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 9051 Red Branch Drive, Columbia, Maryland 21045  
 (Current mailing address)

8. The primary purpose for which the corporation is formed is to publish books and to otherwise engage in any lawful act or activity for which corporations may be organized  
 (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) to do business under the Maryland General Corporation Law and permitted under the Illinois Business Corporation Act.

9. Name and street address of Florida registered agent:  
 Name: C T Corporation System  
 Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
 (Zip Code)

10. Registered agent acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

C T Corporation System

*Connie Bryan*  
 (Registered agent's signature) (Officer)  
**CONNIE BRYAN**  
 SPECIAL ASSISTANT SECRETARY  
 (Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: No directors, this is a close corporation.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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B. OFFICERS

President: Chris Meyers

Address: 9051 Red Branch Drive

Columbia, Maryland 21045

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Michael Halloran

Address: 9051 Red Branch Drive

Columbia, Maryland 21045

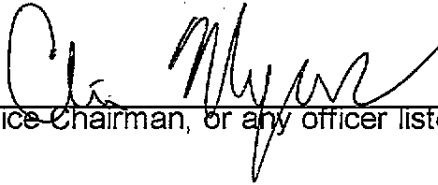
Treasurer: Chris Myers

Address: 9051 Red Branch Drive

Columbia, Maryland 21045

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chris Myers, President

(Typed or printed name and capacity of person signing application)

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# STATE OF MARYLAND

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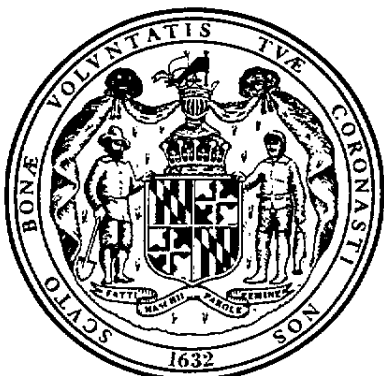
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MARKETPLACE BOOKS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 29TH DAY OF SEPTEMBER, 1998.

*Betty Chase*  
BETTY CHASE  
CHARTER DIVISION