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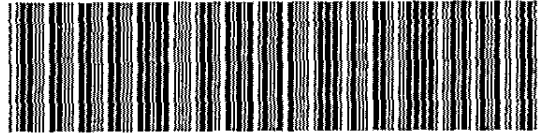
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BLANSCET, SUTHERLAND & HOUSEL, L.L.P.

Attorneys & Counselors at Law

Gary W. Blanscet
Mark W. Sutherland*
David P. Housel Jr.

14665 Midway Rd., Suite 110
Addison, Texas 75001
Telephone: (214) 764-7980
Telefax: (214) 764-7981

*Board Certified
Residential Real Estate Law,
Commercial Real Estate Law &
Estate Planning and Probate Law
Texas Board of Legal Specialization

June 9, 2004

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

Re: Articles of Organization for W. M. Borders Acquisitions, L.L.C.

Dear Sirs:

Please accept the enclosed *Articles of Organization for W. M. Borders Acquisitions, L.L.C.* for filing. I have enclosed our firm's check in the amount of \$155.00 to cover the filing fee, Designation of Registered Agent fee and the certified copy fee.

Please return all correspondence concerning this matter to the following:

Gary W. Blanscet, Esq.
Blanscet, Sutherland & Housel, L.L.P.
14665 Midway Road, Suite 110
Addison, TX 75001

For further information concerning this matter, please call Mr. Blanscet at (214) 764-7970.

Sincerely,



Debbie Walton
Legal Assistant to Gary W. Blanscet

:dw

Enc. (stated)

cc: W. M. (Skip) Borders
Monte Walker

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
W. M. BORDERS ACQUISITIONS, L.L.C.
A Florida Limited Liability Company**

The undersigned original Member of a limited liability company formed under Chapter 608 of the Florida Annotated Statutes (the Florida Limited Liability Company Act) (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I- Name

The name of the Limited Liability Company is: **W. M. BORDERS ACQUISITIONS, L.L.C.** (hereinafter referred to as "the Company").

ARTICLE II – Address

The mailing address and street address of the principal office of the Company is:

Principal Office Address:

15105 Contoy Place
Tampa, Florida 33618

Mailing Address:

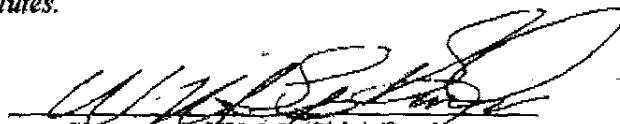
15105 Contoy Place
Tampa, Florida 33618

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent are:

W. M. (Skip) Borders
15105 Contoy Place
Tampa, Florida 33618

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes.


Signature of W. M. (Skip) Borders,
Registered Agent

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ARTICLE IV – Member-Managed Company

The day-to-day affairs of the Company shall be managed only by its Members as a member-managed company. The name and address of each Managing Member is as follows:

Title:
“MGR” = Manager
“MGRM” = Managing Member

Name and Address:

MGRM

W. M. (Skip) Borders
15105 Contoy Place
Tampa, Florida 33618

ARTICLE V – Non-Transferability of Interests

The ownership interests of any Member or other rights or obligations in the Company shall not be transferable to any non-Member without the written consent of all the remaining Members.

ARTICLE VI – Distribution Upon Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Company, subject to the rights of creditors, the Members shall be entitled to be paid out of the assets of the Company available for dissolution to Members. If, upon any such liquidation, dissolution, or winding up of the affairs of the Company, the assets of the Company available for distribution to the Members shall be insufficient to permit the payment in full to such Members of the full liquidation amounts to which they are then entitled, the entire assets of the Company thus distributable shall be distributed among the Members ratably in proportion to the full amount to which such Members would otherwise be entitled if such assets were sufficient to permit payment in full.

For purposes of this Article VI, neither the voluntary sale, conveyance, exchange, or transfer (for cash, shares of stock, securities, or other consideration) of all or substantially all of the property or assets of the Company nor the consolidation or merger of the Company with or into any other limited liability company or any corporation shall be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Company, unless such voluntary sale, conveyance, exchange, or transfer shall be in connection with a plan of liquidation, dissolution, or winding up of the affairs of the Company.

ARTICLE VII – Protection of Personal Assets

The private property of the Members shall not be subject to the payment of the debts of the Company, to any extent whatsoever.

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ARTICLE VIII – Meetings of Members

Meetings of the Members may be held inside or outside the State of Florida. The books of the Company may be kept (subject to any provision contained in the Act) inside or outside the State of Florida at such place or places as may be from time to time designated by the Members

ARTICLE IX – Admission of Additional Members

No person may be admitted as a member unless consented to by the unanimous consent in writing by the existing Members.

ARTICLE X – Indemnity/Insurance

(a) Each Member acting on behalf of the Company shall be indemnified to the full extent permitted, if at all, by the Act or other applicable statute or common law.

(b) Each Member, as an employee of the Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as an employee, except that this Article X shall not eliminate or limit a member's liability (i) for any breach of the Member's duty of loyalty to the Company or its Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Member derived an improper personal benefit.


(c) The Company may maintain insurance, at its expense, to protect itself and any Member, employee, or agent of the Company against any such expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability, or loss hereunder.

ARTICLE XI – Amendments to Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Act; provided, however, that these Articles of Organization may not be amended, altered, changed, or repealed without the consent of all Members.

REQUIRED SIGNATURE:

Dated: 5/10/04


Signature of the Managing Member
W. M. (Skip) Borders

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA