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JUL 16 2012
J. Shivers



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 258897 7575306

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE : June 28, 2012

ORDER TIME : 9:49 AM

ORDER NO. : 258897-035

CUSTOMER NO: 7575306

FOREIGN FILINGS

NAME: NEBRASKA BOOK COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: _____

2012 JUL 13 11:11:04
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**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. Nebraska Book Company, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 45-5400913

(FEI number, if applicable)

4. 05/31/2012

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Kevin D. Harford, 4700 South 19th Street, Lincoln, NE 68512

(Principal office address)

(Current mailing address)

8. Sale of college text books and related items and services.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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10. **Registered agent's 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 obligations of my position as registered agent.

Corporation Service Company

By: Rosa White

(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached listing

Address: _____

Vice President: _____

Address: _____

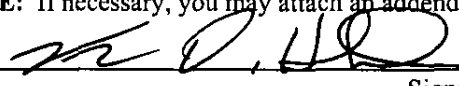
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Kevin D. Harford, Secretary

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

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Nebraska Book Company, Inc., a Delaware corporation

List of Directors and Officers

Board of Directors

Peter Reed
Justin Bonner
Matthew Rothfleisch
Adam Kleinman
Allison Abraham
Benjamin Ng
Barry S. Major

Residential Address

3841 S. 163rd Circle, Omaha, NE 68130

Officer Name

Title(s)

Residential Address

Barry S. Major	CEO	3841 S. 163rd Circle, Omaha, NE 68130
Steven Clemente	President & COO	
Alexi A. Wellman	CFO, Treasurer & Asst. Secretary	11235 Kentucky Rd., Papillion, NE 68133
Mark Oppgaard	Exec. VP	2331 Wilderness Ridge Dr., Lincoln, NE 68512
Nathan Rempe	Sr. VP & CTO	
Mike Kelly	Sr. VP - Textbook Division	
Gwen Clancy	Sr. VP - College Stores	
Jerry Hiller	VP - Warehouse Operations	
Kevin Wright	VP - Application Services	
Amanda Towne	Chief Accounting Officer	
Bill Edmonds	VP - Store Operations	
Sean O'Brien	Area VP - Stores	
Sarah Funk	VP - Human Resources	
Kevin Harford	Secretary	6111 Woodstock Circle, Lincoln, NE 68512

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEBRASKA BOOK COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEBRASKA BOOK COMPANY, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

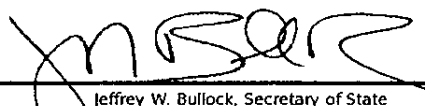
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9694885

DATE: 07-09-12