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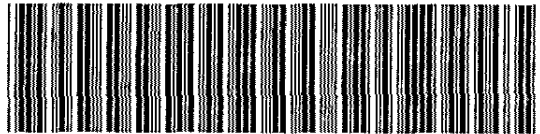
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merger  
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Lincoln · Seward

November 24, 2004

Florida Secretary of State  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF MERGER – NEBRASKA BOOK COMPANY, INC.**

The enclosed merger and fee are submitted for filing. Please return a certified copy and all correspondence concerning this matter to the following:

Alan D. Slattery  
Rembolt Ludtke LLP  
1201 Lincoln Mall  
Suite 102  
Lincoln, NE 68508.

For further information concerning this matter, please call:

Alan D. Slattery at (402) 475-5100.

Very truly yours,



Alan D. Slattery  
aslattery@remboltludtke.com

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**CERTIFICATE OF OWNERSHIP AND PARENT-SUBSIDIARY MERGER AND**

**ARTICLES OF MERGER OF**

**BILL'S BOOKSTORE, INC., a Florida corporation,**

**with and into**

**NEBRASKA BOOK COMPANY, INC., a Kansas corporation**

The undersigned hereby make this Certificate of Ownership and Merger and Articles of Merger pursuant to § 17-6703 of the Kansas General Corporation Code and § 601.105 of the Florida Business Corporation Act, and certify that:

1. Names; State of Incorporation. The names and state of incorporation of each of the constituent corporations are: Nebraska Book Company, Inc., which is a corporation organized and existing under the laws of the State of Kansas (the "Parent Corporation"), and Bill's Bookstore, Inc., which is a corporation organized and existing under the laws of the State of Florida (the "Subsidiary Corporation").

2. Surviving Corporation. The name of the surviving corporation is Nebraska Book Company, Inc., a Kansas corporation.

3. Certificate of Ownership; Outstanding Shares. The Subsidiary Corporation has 1,447.5 shares of outstanding voting common stock, and all 1,447.5 shares of voting common stock of Subsidiary Corporation are owned by Parent Corporation. The Subsidiary Corporation has no other classes of authorized stock and no other shares of common stock outstanding.

4. Plan of Merger; Date of Adoption. The plan of merger is set forth in resolutions adopted by the Board of Directors of the Parent Corporation, which resolutions are attached hereto as Exhibit A and incorporated herein by this reference. The resolutions were adopted by the Board of Directors of the Parent Corporation on November 23, 2004 and are effective as of November 29, 2004. The plan of merger was also approved by resolution of the Board of Directors of the Subsidiary Corporation on November 23, 2004, effective as of November 29, 2004.

5. No Approvals. No approval of the shareholders of either the Parent Corporation or the Subsidiary Corporation is required pursuant to applicable law.

6. Waiver of Notice and Mailing Requirements. The Parent Corporation, as sole shareholder of the Subsidiary Corporation, waives receipt of any and all notices which might be required in connection with said merger and any mailing requirements required by applicable law.

7. Compliance. The applicable provisions of the laws of Kansas and Florida have been, or upon compliance with filing and recording requirements will have been, complied with. Nebraska Book Company, Inc. hereby agrees that it may be served with process in Florida in any proceeding

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TALLAHASSEE, FLORIDA

for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in Florida, which is a party to such merger. The address, including the street number, if any, of the registered or principal office in the State of Kansas of Parent Corporation are:

The Corporation Company, Inc.  
515 S. Kansas Ave.  
Topeka, KS 66603

8. Effective Date. The effective date of the merger shall be the later of 11:59 P.M. on November 30, 2004, or the date of filing this Certificate with the respective offices of the Secretary of State of the states of organization of the constituent corporations.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Ownership and Merger to be signed by their duly authorized officers as of November 23, 2004.

ATTEST:

NEBRASKA BOOK COMPANY, INC., a  
Kansas corporation

By Cindy Morris  
Its Secretary

By Mark W. Oppgaard  
Its President

ATTEST:

BILL'S BOOKSTORE, INC., a Florida  
corporation

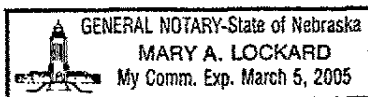
By Barry Major  
Barry Major, Its Secretary

By Barry Major  
Barry Major, Its President

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this Nov. 23, 2004, by  
Mark Oppgaard, President of NEBRASKA BOOK COMPANY, INC., a Kansas  
corporation, on behalf of the corporation.

(S E A L)

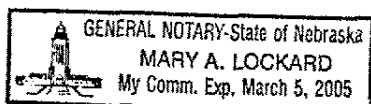


Mary A. Lockard  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

The foregoing instrument was acknowledged before me this Nov. 23, 2004, by  
Barry Major, Secretary and President of BILL'S BOOKSTORE, INC., a Florida corporation, on  
behalf of the corporation.

(S E A L)

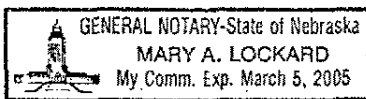


Mary A. Lockard  
Notary Public

STATE OF NEBRASKA                    )  
  ) ss.  
COUNTY OF LANCASTER                )

The foregoing instrument was acknowledged before me this Nov. 23, 2004, by Cindy Morris, Secretary of NEBRASKA BOOK COMPANY, INC., a Kansas corporation, on behalf of the corporation.

(S E A L)



Mary A. Lockard  
Notary Public

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November 19, 2004

## EXHIBIT A

The following resolutions were adopted by the Board of Directors of Nebraska Book Company, Inc., a Kansas corporation:

WHEREAS, **NEBRASKA BOOK COMPANY, INC.**, a Kansas corporation (the "Corporation"), owns all of the issued and outstanding shares of capital stock of Bill's Bookstore, Inc., a Florida corporation ("Bill's Bookstore"), consisting of 1,447.5 shares of voting common stock;

WHEREAS, the Corporation, as the parent corporation, desires to merge Bill's Bookstore, the subsidiary corporation, with and into itself, with the Corporation being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Corporation hereby approves the merger of the Corporation with Bill's Bookstore, and hereby adopts the following provisions as the plan of merger to effect such merger;

1. The name of the Parent Corporation is Nebraska Book Company, Inc., a Kansas corporation, and the name of the Subsidiary Corporation is Bill's Bookstore, Inc., a Florida corporation.
2. The merger shall be effective at the later of 11:59 P.M. on November 30, 2004, or the date of filing the Certificate of Merger with the Secretary of State of the states of organization of each of the constituent corporations.
3. Upon the effective date of the merger, Bill's Bookstore shall be merged with and into the Corporation, and the Corporation shall be the surviving corporation, and the separate existence of Bill's Bookstore shall cease and terminate as of such time and date.
4. Each shareholder of the Corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the effective date of the merger. All the outstanding shares of Bill's Bookstore will be cancelled in connection with the merger as Bill's Bookstore ceases to exist as a separate corporation, and no conversion of shares or rights to acquire shares of Bill's Bookstore is necessary to effect such merger, as the Corporation owns all issued and outstanding shares of capital stock of Bill's Bookstore.
5. The Articles of Incorporation and By-Laws of the Corporation shall continue to be the Articles of Incorporation and By-Laws of the surviving corporation, and no changes or amendments are effected by the merger.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized, empowered and directed to do all acts and execute all documents which they deem to be necessary and proper, and to execute and file all certificates and instruments in such locations as they deem to be necessary and proper to merge Bill's Bookstore into the Corporation and to carry out the intentions expressed in these resolutions and to comply with all statutory requirements.