

FOO0000004076

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Borders Group, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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TALLAHASSEE, FLORIDA

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Name _____ 07/20/00
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Examiner _____
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Acknowledgement _____
W.P. Verifier _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FOO-4076
GVA 7/20

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. BORDERS GROUP, 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. MICHIGAN

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

3. 38-3294588

(FEI number, if applicable)

4. 4/3/97

(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 817.155, F.S.)

7. PO BOX 7069

ANN ARBOR MI 48107-7069

(Current mailing address)

8. Management Company

(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System, by Marc A. Gillis, Asst Secy

Marc A. Gillis
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. James B. BrighamVICE PRESIDENT - Business Services

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

BORDERS GROUP, INC.

OFFICERS & DIRECTORS

<u>Officers/Directors/Title</u>	<u>Business Address</u>
Robert F. DiRomualdo Chairman, Director	100 Phoenix Drive Ann Arbor, MI 48108
George R. Mrkonic Vice Chairman, Director	500 E. Washington St. Ann Arbor, MI 48104
Gregory P. Josefowicz President, CEO, Director	100 Phoenix Drive Ann Arbor, MI 48108
Peter R. Formanek Director	100 Phoenix Drive Ann Arbor, MI 48108
Victor L. Lund Director	100 Phoenix Drive Ann Arbor, MI 48108
Dr. Edna Greene Medford Director	100 Phoenix Drive Ann Arbor, MI 48108
Larry Pollock Director	100 Phoenix Drive Ann Arbor, MI 48108
Beth M. Pritchard Director	100 Phoenix Drive Ann Arbor, MI 48108
Bruce A. Quinnell Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108
Vincent A. Altruda Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Thomas D. Carney Vice President and Secretary	100 Phoenix Drive Ann Arbor, MI 48108
Tamara L. Heim Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108
Timothy J. Hopkins Vice President	100 Phoenix Drive Ann Arbor, MI 48108
Kenneth E. Scheve Vice President, CFO, Treasurer	100 Phoenix Drive Ann Arbor, MI 48108

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BORDERS GROUP, INC.

OFFICERS & DIRECTORS

Kathryn L. Winkelhaus
Vice President

100 Phoenix Drive
Ann Arbor, MI 48108

Ronald S. Staffieri
Vice President

100 Phoenix Drive
Ann Arbor, MI 48108

James B. Brigham
Vice President

100 Phoenix Drive
Ann Arbor, MI 48108

Edward J. Jackson
Vice President, Asst. Treas.

100 Phoenix Drive
Ann Arbor, MI 48108

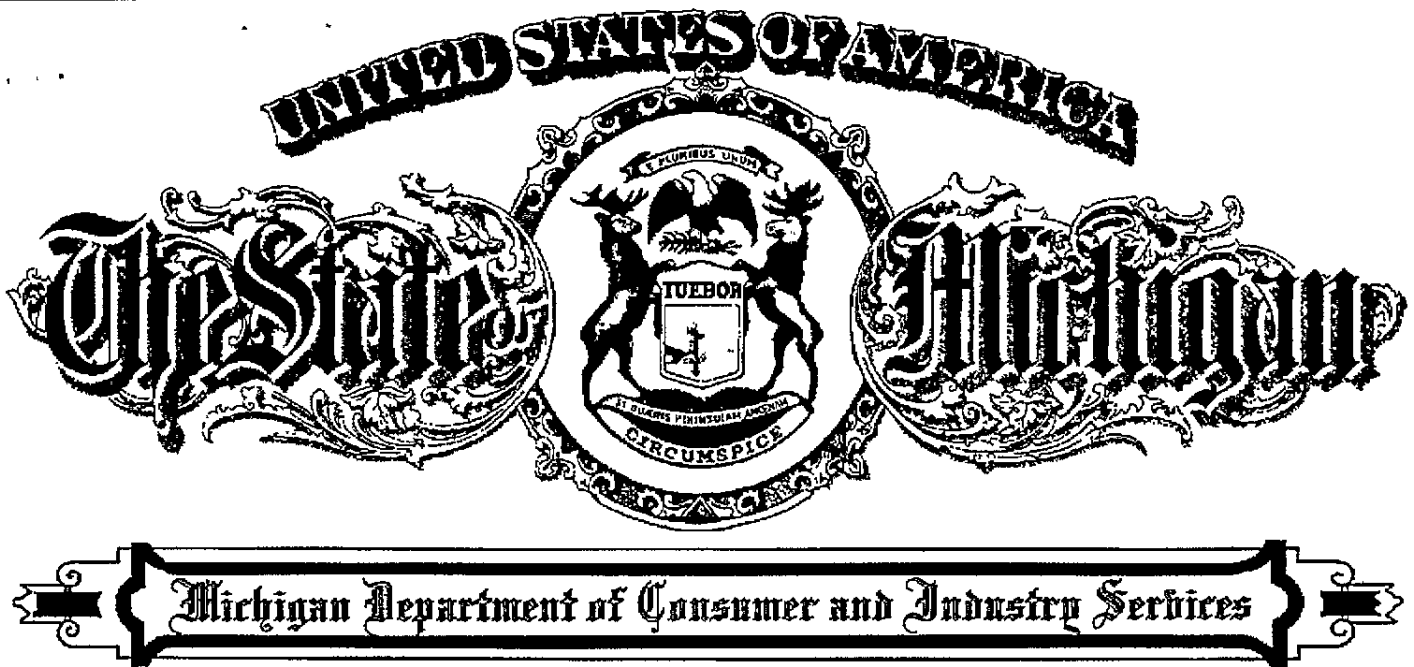
Robin Wagner
Vice President

100 Phoenix Drive
Ann Arbor, MI 48108

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TALLAHASSEE, FLORIDA



Lansing, Michigan

This is to Certify That

BORDERS GROUP, INC.

*was validly incorporated on April 3, 1997, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 18th day
of July, 2000.*

A handwritten signature in cursive script, reading "Joseph R. Webb".

, Director

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Corporation, Securities and Land Development Bureau