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BORDERS®
GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -4 AM 11:59

Corporate Tax Department ■ 100 Phoenix Drive ■ Ann Arbor, MI 48108 ■ (734) 477-4628

January 30, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700004865067--8
-02/04/02--01072--023
*****43.75 *****43.75

RE: Borders Group Inc. application for withdrawal from Florida

Dear Sir or Madam:

Please process the enclosed application to withdrawal our authority to transact business in the State of Florida.

I have attached a check made payable to the Florida Department of State in the amount of \$43.75. This is to cover the associated \$35.00 filing fee and \$8.75 for a certified copy of the certificate of withdrawal.

Please send the certified copy to:

Borders Group Inc.
Tax Department
100 Phoenix Drive.
P.O. Box 7069
Ann Arbor, MI 48107-7069

Should you have any questions relating to this request, please contact me at 734.477.4628.

Sincerely,



Scott DeMea
Tax Specialist
Fax: (734) 477-4627
E-mail: sdemea@bordersgroupinc.com

Withdrawn

V SHEPARD FEB 7 2002

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

BORDERS GROUP, INC.

(Name of Corporation)

MICHIGAN

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

100 PHOENIX DRIVE

(Mailing Address)

PO Box 7069

ANN ARBOR, MI 48107-7069

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

VICE PRESIDENT

Title

EDWARD J. JACKSON

Typed or printed name

1/30/02

Date