

F01000002923

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Follett Corporation (
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W08 1-7614

<u>Dennis A. McMahon</u>	(Name of Person)	900004191269--3
<u>Follett Corporation</u>	(Firm/Company)	-05/03/01--01101--004 *****70.00 *****70.00
<u>2233 West Street</u>	(Address)	900004191269--3
<u>River Grove, Illinois 60171</u>	(City/State/Zip)	15/31/01--01058--001 ***4600.00 ***4600.00

Should you need to call someone concerning this matter, please call:

Dennis A. McMahon at (708) 583-2000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2001

DENNIS A MCMAHON
2233 WEST STREET
RIVER GROVE, IL 60171

SUBJECT: FOLLETT CORPORATION
Ref. Number: W01000007614

We have received your document for FOLLETT CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4600.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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CLERK

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 701A00020122

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TALLAHASSEE, FLORIDA



March 28, 2001

Katherine Harris, Secretary of State
Registration/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Follett Corporation Application for Authorization to Transact
Business in Florida

Dear Ms. Harris:

In response to your letter of March 21, 2001 I am enclosing the various documents required to qualify Follett Corporation to do business in Florida.

I have requested the Illinois Certificate of Status. Because the name of Follett Corporation is not available, it is necessary for us to file under the alternate name of Follett Corporation (Illinois). Our Board of Directors will be meeting in May and a resolution adopting an alternate name can be obtained at that meeting. Please advise me as to the acceptability of receiving these documents at a later date. If this is acceptable, I will submit a check in the amount of \$78.75 to your office.

Thank you. I look forward to hearing your response.

Sincerely,

Harriet E. Rust
Legal Assistant

/her

Enclosure

cc: Angela Gawlinski, CSC

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TALLAHASSEE, FLORIDA

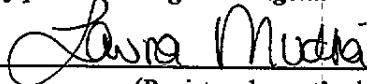
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Follett Corporation
(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. Illinois
(State or country under the law of which it is incorporated)
3. 36-2369161
(FEI number, if applicable)
4. 12/12/57
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 3, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2233 West Street
River Grove, Illinois 60171
(Current mailing address)
8. Wholesale and retail of textbooks and related 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 or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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.



(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.

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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: Kenneth J. Hull (Until 3/31/01) SEE ATTACHED LIST

Address: 2233 West Street, River Grove, Illinois 60171

Vice Chairman: R. Mark Litzsinger (Until 3/31/01, thereafter Chairman)

Address: 2233 West Street, River Grove, Illinois 60171

Director: James W. Baumann

Address: 2233 West Street, River Grove, Illinois 60171

Director: Charles R. Follett, Jr.

Address: 2233 West Street, River Grove, Illinois 60171

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Kenneth J. Hull (Until 3/31/01)

Address: 2233 West Street, River Grove, Illinois 60171

Vice President: James W. Baumann

Address: 2233 West Street, River Grove, Illinois 60171

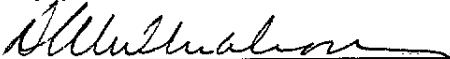
Secretary: Dennis A. McMahon

Address: 2233 West Street, River Grove, Illinois 60171

Treasurer: Patrick J. Rivers

Address: 2233 West Street, River Grove, Illinois 60171

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. Dennis A. McMahon, Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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FOLLETT CORPORATION

OFFICERS

Chairperson	Kenneth J. Hull 2233 West Street, River Grove, IL 60171 Until 3/31/01, thereafter R. Mark Litzsinger
President and CEO	Christopher D. Traut 2233 West Street, River Grove, IL 60171
Vice Chairperson	R. Mark Litzsinger 2233 West Street, River Grove, IL 60171
Vice President and CEO Higher Education Group	James W. Baumann 2233 West Street, River Grove, IL 60171
Vice President Human Resources	Richard A. Ellspermann 2233 West Street, River Grove, IL 60171
Vice President	Charles R. Follett, Jr. 2233 West Street, River Grove, IL 60171
Vice President	Kent A. Follett 2233 West Street, River Grove, IL 60171
Vice President and CEO Library and School Group	Ross C. Follett 2233 West Street, River Grove, IL 60171
Vice President Finance & Chief Financial Officer	Kathryn A. Stanton 2233 West Street, River Grove, IL 60171
Vice President, General Counsel & Secretary	Dennis A. McMahon 2233 West Street, River Grove, IL 60171
Treasurer	Patrick J. Rivers 2233 West Street, River Grove, IL 60171

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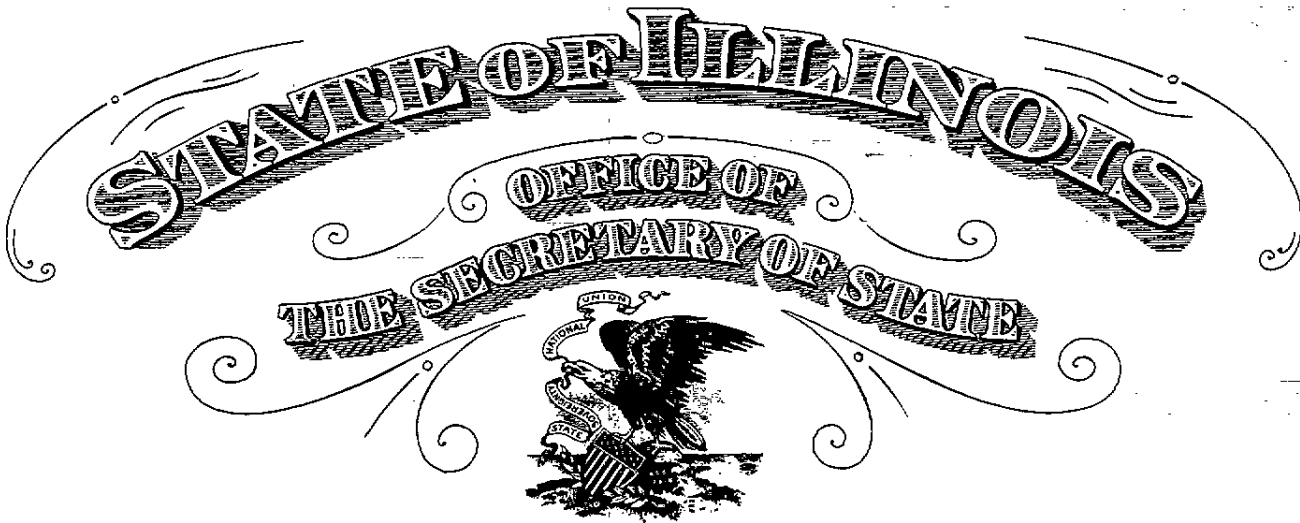
FOLLETT CORPORATION DIRECTORS

Keith L. Alm	Hallmark International 2480 Pershing Street, Suite 600, Kansas City, MO 64141
James W. Baumann	2233 West Street, River Grove, IL 60171
Charles R. Follett, Jr.	2233 West Street, River Grove, IL 60171
Kent A. Follett	2233 West Street, River Grove, IL 60171
Ross C. Follett	2233 West Street, River Grove, IL 60171
Kenneth J. Hull Until 3/31/01	2233 West Street, River Grove, IL 60171
John T. Kohler	2233 West Street, River Grove, IL 60171
R. Mark Litzsinger	2233 West Street, River Grove, IL 60171
A. Barry Merkin	J. L. Kellogg Graduate School, Leverone Hall, 2001 Sheridan Road, Evanston, IL 60208-2013
Christopher D. Traut	2233 West Street, River Grove, IL 60171

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TALLAHASSEE, FLORIDA

File Number 3741-545-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

FOLLETT CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 12, 1957, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this _____ *2ND*
day of _____ *APRIL* *A.D.* *2001*

Jesse White

SECRETARY OF STATE