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ACCOUNT NO. : 072100000032

REFERENCE : 649514 5047995

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : July 2, 2002

ORDER TIME : 10:50 AM

ORDER NO. : 649514-010

CUSTOMER NO: 5047995

CUSTOMER: Mr. Ardean A. Arndt
Nebraska Book Company, Inc.
P O Box 80529
4700 South 19th Street
Lincoln, NE 68512

RECEIVED
02 JUL -3 AM 11:46
DEPARTMENT OF STATE
OFFICE OF THE SECRETARY
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SPECIALTY BOOKS, INC.

600006200176--7

XXXX QUALIFICATION (TYPE: CO)

Name Availability PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

Document Examiner DCC

Updater CONTACT PERSON: Angie Glisar -- EXT# 1124

Updater Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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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. Specialty Books, 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. Delaware 3. 75-3044807
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7-01-02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6000 Poston Road, Athens, OH 45701
(Principal office address)
P.O. Box 80529, Lincoln, NE 68501
(Current mailing address)
To purchase or otherwise acquire and to buy and sell at retail and at wholesale
8. books and other publications.
(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
(City) (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert B. Haas

Address: 300 Crescent Court, Suite 1700

Dallas, TX 75201

Vice Chairman: Douglas D. Wheat

Address: 300 Crescent Court, Suite 1700

Dallas, TX 75201

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Mark W. Oppegard

Address: 4700 South 19th Street

Lincoln, NE 68512

Vice President: Barry S. Major

Address: 4700 South 19th Street

Lincoln, NE 68512

Secretary: Ardean A. Arndt

Address: 4700 South 19th Street, Lincoln, NE 68512

Treasurer: Alan G. Siemek

Address: 4700 South 19th Street, Lincoln, NE 68512

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

13. Ardean A. Arndt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ardean A. Arndt, Secretary
(Typed or printed name and capacity of person signing application)

**NEBRASKA BOOK COMPANY, INC.
LISTING OF ADDITIONAL OFFICERS**

ADDENDUM

Allen, William H.
4700 So. 19th St.
Lincoln, NE 68512

Senior Vice President - Wholesale

Rupe, Robert A.
4700 So. 19th St.
Lincoln, NE 68512

Senior Vice President - Retail

Kelly, Michael J.
4700 So. 19th St.
Lincoln, NE 68512

Senior Vice President - Complementary Services

Hoff, Thomas A.
4700 So. 19th St.
Lincoln, NE 68512

Vice President - Retail Development

Jirovsky, Kenneth F.
4700 So. 19th St.
Lincoln, NE 68512

Vice President - Development

Rempe, Larry R.
4700 So. 19th St.
Lincoln, NE 68512

Vice President - Information Systems

Cox, Stephen L.
4700 So. 19th St.
Lincoln, NE 68512

Asst. Vice President - Research & Development

Baumeister, John D.
4700 So. 19th St.
Lincoln, NE 68512

Assistant Treasurer

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Delaware

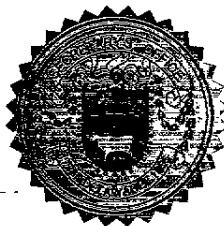
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECIALTY BOOKS, 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 SECOND DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPECIALTY BOOKS, INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3512386 8300

AUTHENTICATION: 1865026

020429273

DATE: 07-02-02