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Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Borders Outlet, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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Corporate Filing

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SEP-13-2004 16:50

CT CORPORATION

P.02/05

P.02

**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 Outlet, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Colorado 3. 38-3367773
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 25, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 Phoenix Drive, Ann Arbor, MI 48108
(Principal office address)

Same
(Current mailing address)

8. Retail Sales of Books, music and related merchandise
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: Claudia L. Saari
(Registered agent's signature)

Claudia L. Saari
Asst. Secretary

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 business addresses of officers and/or directors:

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CT CORPORATION

P.03/05

P.03

A. DIRECTORS

Chairman: See Attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Edward J. Jackson Vice-President Tax
(Typed or printed name and capacity of person signing application)

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CT CORPORATION

P. 24/85

ORDERS OUTLET, INC.

OFFICERS & DIRECTORS

<u>Officers/Directors/Title</u>	<u>Business Address</u>
Gregory P. Jozanowicz Chairman, Director	100 Phoenix Drive Ann Arbor, MI 48106
Edward W. Wilhelm Sr. Vice President, Treasurer, Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48106
Michael G. Spinozzi Executive Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Gregg R. Bodnar Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Peter T. Farley Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Susan A. Daseo Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Anne M. Kubak Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Alex J. Lelli, Jr. Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Steven Q. McAlexander Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Mark Palmucci Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Susan D. Zawilke Vice President	100 Phoenix Drive Ann Arbor, MI 48106
Edward J. Jackson Vice President, Asst. Secretary, Asst. Treasurer	100 Phoenix Drive Ann Arbor, MI 48106
Thomas D. Carney Vice President, Secretary	100 Phoenix Drive Ann Arbor, MI 48106
Margaret Dearden Peterson Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48106
James M. Toher Assistant Secretary	100 Phoenix Drive Ann Arbor, MI 48106

As of May 20, 2004

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OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

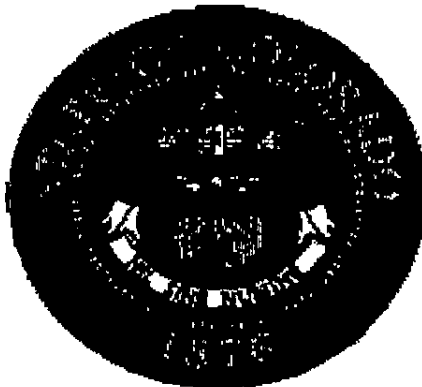
BORDERS OUTLET, INC.

is a
Corporation

formed or registered on 08/25/1997 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19971135265 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/23/2004 that have been posted, and by documents delivered to this office electronically through 09/13/2004 @ 11:35:20 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 09/13/2004 @ 11:35:20 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6048003 .



Donetta Davidson

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/ins/CertificateSearchCertificate.do>, entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."