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TALLAHASSEE, FLORIDA

178

DUNN SWAN & CUNNINGHAM

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELLORS AT LAW

CLELL I. CUNNINGHAM III

2800 OKLAHOMA TOWER

210 PARK AVENUE

OKLAHOMA CITY, OK 73102-5604

(405) 235-8318

TELECOPY (405) 235-9605

April 23, 2009

Florida Dept. Of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

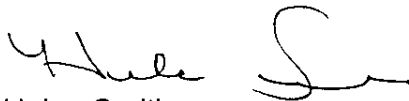
Re: Thompson School Book Depository, Inc.

Dear Sir:

Enclosed please find documents necessary to provide a foreign corporation authorization to do business in Florida. The Certificate of Good Standing is the original that was received for the Oklahoma Secretary of State and is not a photocopy. If you have any questions, please call.

Very Truly Yours,

DUNN SWAN & CUNNINGHAM



Helen Smith

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: THOMPSON SCHOOL BOOK DEPOSITORY, INC.

(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:

Clell I. Cunningham III

(Name of Person)

Dunn, Swan & Cunningham, P.C.

(Firm/Company)

210 Park Ave., Suite 2800

(Address)

Oklahoma City, OK 73102

(City/State and Zip code)

For further information concerning this matter, please call:

Skip Cunningham

(Name of Person)

at (405) 235-8318

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. Thompson School Book Depository, Inc.

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

TSBD, Inc.

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

2. Oklahoma

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

3. 73-0450860

(FEI number, if applicable)

4. 03/26/62

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 39 NE 24th Street

(Principal office address)

Oklahoma City, OK 73105

(Current mailing address)

8. To conduct all lawful business

(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

Office Address: 1200 South Pine Island Road

Plantation, FL 33324

(City)

, 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.

Barbara A. Burke

(Registered agent's signature)

Barbara A. Burke
Special Assistant 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Thompson II

Address: 39 N.E. 24th Street
Oklahoma City, OK 73105

Vice Chairman: _____

Address: _____

Director: J. Matthew Thompson

Address: 39 N.E. 24th Street
Oklahoma City, OK 73105

Director: Chris Gilliam

Address: 39 N.E. 24th Street
Oklahoma City, OK 73105

B. OFFICERS

President: John Thompson II

Address: 39 N.E. 24th Street
Oklahoma City, OK 73105

Vice President: J. Matthew Thompson

Address: 39 N.E. 24th Street
Oklahoma City, OK 73105

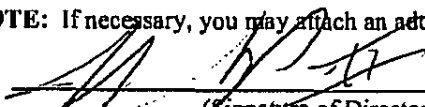
Secretary: J. Matthew Thompson

Address: 39 N.E. 24th Street Oklahoma City, OK 73105

Treasurer: John Thompson II

Address: 39 N.E. 24th Street Oklahoma City, OK 73105

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. John Thompson II, President; Director
(Typed or printed name and capacity of person signing application)

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

DOMESTIC FOR PROFIT BUSINESS CORPORATION

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that THOMPSON SCHOOL BOOK DEPOSITORY, INC. whose registered agent is JMATTHEW THOMPSON, with its registered office at 39 NE 24TH ST OKLAHOMA CITY 73105 USA Oklahoma is a Domestic For Profit Business Corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 22nd, day of April, 2009.

M. Susan Savage

Secretary Of State