

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002649391--5

-09/25/98--01074--024

*****70.00 *****70.00

100002649391--5

-09/25/98--01074--025

***1150.00 ***1150.00

WOODEN BOOK COMPANY, INC.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

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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. Walden Book Company, 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. Colorado

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

3. 06-0632389

(FEI number, if applicable)

4. August 29, 1997

(Date of incorporation)

5. Perpetual

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

6. August 29, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P.O. Box 7069, Ann Arbor, Michigan 48107-7069

(Current mailing address)

8. Retail book sales

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marc A. Gillis

(Registered agent's signature) (Officer)

MARC A. GILLIS, ASST. VICE PRESIDENT.

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached list of officers

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.

KE Scheve

8/27/98

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth E. Scheve, Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

WALDEN BOOK COMPANY, INC.

OFFICERS & DIRECTORS

2/1/1998

<u>Officers/Directors/Title</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Soc. Sec. #</u>
Robert F. DiRomualdo Director, Chairman & CEO	500 E. Washington St. Ann Arbor, MI 48104	3123 Override Drive Ann Arbor, MI 48104	182-34-8471
George R. Mrkonic Director, Vice Chairman	500 E. Washington St. Ann Arbor, MI 48104	2558 Kent Ridge Court Bloomfield Hls, MI 48301	497-56-6004
Bruce A. Quinnell Vice Chairman	311 Maynard Street Ann Arbor, MI 48104	1481 Waterway Drive Ann Arbor, MI 48108	226-68-1491
Kathryn L. Winkelhaus President	311 Maynard Street Ann Arbor, MI 48104	328 Rolling Meadows Ann Arbor, MI 48103	292-48-0558
Timothy J. Hopkins Sr. VP - Merchandising	515 E. Liberty Street Ann Arbor, MI 48104	55 Gunther Garden Saline, MI 48175	014-46-7048
Michelle T. Hines VP - Store Operations	311 Maynard Street Ann Arbor, MI 48104	4596 Cottonwood Drive Ann Arbor, MI 48108	300-46-2818
Kenneth E. Scheve VP - Finance, Treasurer	100 Phoenix Drive Ann Arbor, MI 48108	4524 Cottonwood Drive Ann Arbor, MI 48108	298-42-7689
James B. Brigham Vice President	100 Phoenix Drive Ann Arbor, MI 48108	44056 Palisades Court Canton, MI 48187	398-50-5395
H. Kevin Rutherford VP-Corp Human Resources	311 Maynard Street Ann Arbor, MI 48104	3533 River Pine Drive Ann Arbor, MI 48103	245-15-1542
Gordon Eiland VP-Mechandising, Planning, Analysis	515 E. Liberty Street Ann Arbor, MI 48104	2346 Windmill Way Saline, MI 48176	550-74-3908
Linda A. Jones VP - Merchandising	515 E. Liberty Street Ann Arbor, MI 48104	5771 Bellwether Drive Saline, MI 48176	550-92-4932
Mark Palmucci VP - Inventory Control	100 Phoenix Drive Ann Arbor, MI 48108	7301 Webster Station Dr. Dexter, MI 48130	228-90-3556
Michael W. Smith VP - ITSG	311 Maynard Street Ann Arbor, MI 48104	8275 Huron River Drive Ypsilanti, MI 48197	366-64-1623
Charles P. Hueston VP - Development	311 Maynard Street Ann Arbor, MI 48104	4701 Vorhies Ann Arbor, MI 48105	196-46-7152

SEAL OF THE STATE
TALAMASSEE FLORIDA

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WALDEN BOOK COMPANY, INC. OFFICERS & DIRECTORS Continued

Philip C. Semprevivo VP - ITSG	100 Phoenix Drive Ann Arbor, MI 48108	1711 Arlington Ann Arbor, MI 48104	055-32-5667
Cedric J. Vanzura VP - Planning	500 E. Washington St. Ann Arbor, MI 48104	1577 Redbud Troy, MI 48098	585-27-2595
Patrick J. Murphy VP - Distribution	500 E. Washington St. Ann Arbor, MI 48104	9238 Hunterboro Drive Brentwood, TN	495-52-9539
Thomas D. Carney Secretary	500 E. Washington St. Ann Arbor, MI 48104	2033 Norway Ann Arbor, MI 48104	368-52-1478
Edward Jackson Asst. Treas./Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	6358 Cherrytree Court Rochester Hls, MI 48306	073-36-3788
Margaret Petersen Asst. Secretary	311 Maynard Street Ann Arbor, MI 48104	2603 Geddes Avenue Ann Arbor, MI 48104	577-86-4999
Cynthia Danza Asst. Secretary	311 Maynard Street Ann Arbor, MI 48104	715 S. Forest Ave. #208 Ann Arbor, MI 48104	133-44-0406

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TALLAHASSEE FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

WALDEN BOOK COMPANY, INC.
(COLORADO CORPORATION)

FILE # 19961093672 WAS FILED IN THIS OFFICE ON July 16, 1996
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: August 31, 1998

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TALLAHASSEE FLORIDA

Victoria Buckley

SECRETARY OF STATE