

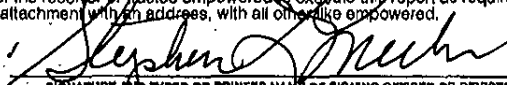


**2008 FOR PROFIT CORPORATION  
ANNUAL REPORT**

**FILED**  
**Apr 30, 2008 08:00 AM**  
**Secretary of State**

<b>DOCUMENT # J43080</b> 1. Entity Name <b>BORDERS, INC.</b>			
Principal Place of Business <b>1601 SW 1ST STREET MIAMI, FL 33135</b>		Mailing Address <b>1601 SW 1ST STREET MIAMI, FL 33135</b>	
<b>DO NOT WRITE IN THIS SPACE</b>			
		04242008 No Chg-P CR2E034 (11/05)	
4. FEI Number <b>59-2803144</b>		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent  <b>MEEKS, STEPHEN L 5745 SW 48 STREET MIAMI, FL 33155</b>		<b>DO NOT WRITE IN THIS SPACE</b>	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small> DATE _____			
<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2008 Fee will be \$550.00</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
10. OFFICERS AND DIRECTORS		<b>DO NOT WRITE IN THIS SPACE</b>  U00000937442 05/27/08-80051-001 300.00	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P MEEKS, STEPHEN L 5745 SW 48TH STREET MIAMI, FL 33155		
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12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.			
SIGNATURE: 		14/26/08 305-649-0321	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		<small>Date Daytime Phone #</small>	