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OF COUNSEL
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David A. Ludtke
Donald L. Dunn
Andrew S. Pollock
John H. Binning

Rembolt | Ludtke

February 5, 2009

VIA UPS NEXT DAY AIR

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


RE: Campus Authentic LLC

Dear Sir/Madam:

Enclosed for filing are an original and one copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Campus Authentic LLC, a Certificate of Good Standing for the Company issued by the state of Delaware, a Certificate of Designation of Registered Agent/Registered Office, and a check in the amount of \$125.00 for the filing fees.

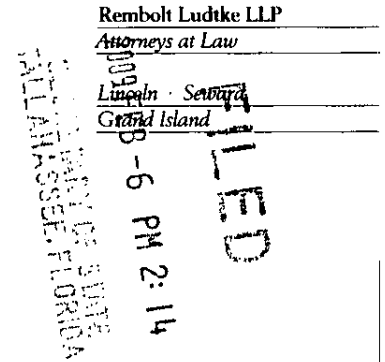
Once the forms have been processed, please forward a file stamped copy of them to me in the envelope provided for our files. If you have any questions or require anything further, please do not hesitate to contact me at (402) 475-5100. Thank you in advance for your assistance.

Sincerely,



Michelle Falgione
Paralegal

MDF\G:\WDOX\clients\24285\204\00241986.WPD
Enclosures



1201 Lincoln Mall, Suite 102
Lincoln, Nebraska 68508
P 402.475.5100
F 402.475.5087
www.remboltludtke.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Campus Authentic LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Michelle Falgione, Paralegal
(Name of Person)

REMBOLT LUDTKE LLP
(Firm/Company)

1201 Lincoln Mall, Suite 102
(Address)

Lincoln, Nebraska 68508
(City/State and Zip Code)

For further information concerning this matter, please call:

Michelle Falgione, Paralegal at (402) 475-5100
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED
2009 FEB -6 PM 2:14
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Campus Authentic LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FBI number, if applicable)

4. January 26, 2009

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4700 South 19th Street

Lincoln, Nebraska 68512

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Nebraska Book Company, Inc., 4700 South 19th Street, Lincoln, Nebraska 68512

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: See attached.

NEBRASKA BOOK COMPANY, INC., Member

By: Alan G. Siemek

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alan G. Siemek, CFO

Typed or printed name of signee

2009 FEB -6 PM 2:14
RECEIVED
TAMM SEC. FLORIDA

FILED

**Attachment to Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida
for
Campus Authentic LLC**

11. Any lawful act or activity for which this foreign LLC may be authorized to transact in this state, including, without limitation, the purchase and sale of general merchandise typically sold in college bookstores, and as managing member of one or more LLC's and/or general partner of one or more limited partnerships, and conducting any activities necessary, advisable, incidental or related thereto. The Company is empowered to transact such business under the laws under which it is organized.

FILED

2009 FEB -6 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Campus Authentic LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 FEB -6 PM 2:14

FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

BY: Carina L. Dunlap

(Signature)

Carina L. Dunlap
Asst. Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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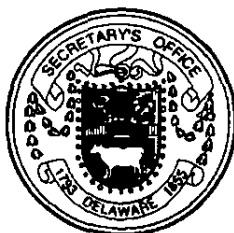
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMPUS AUTHENTIC LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2009.

4646127 8300

090073409

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7103541

DATE: 01-27-09