

MD9000001087

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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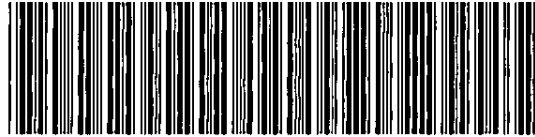
(Business Entity Name)

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09 MAR 19 PM 4:13
CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA FILING & SEARCH SERVICES, INC.

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: MARCH 19, 2009

NAME: FICTIONWISE, LLC

TYPE OF FILING: FOREIGN QUALIFICATION

COST: \$155.00

RETURN: *Certified Copy please*

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE *Abbie Hodge*

Fictionwise, Inc.
346 Main Street
Chatham, NJ 07928

March 17 _____, 2009

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn.: Mr. Kurt S. Browning, Secretary
of State

Re: Fictionwise LLC

Dear Secretary Browning:


Fictionwise, Inc., a New Jersey corporation, qualified to do business in the State of Florida, recently converted to a Delaware limited liability company with the name of Fictionwise LLC. The corporation wishes to withdraw and the limited liability company wishes to qualify to do business in the State.

The undersigned hereby approves of and consents to the use of the name Fictionwise LLC by the Delaware limited liability company into which Fictionwise, Inc. converted.

Yours sincerely,

Fictionwise, Inc.

By: _____


Name: Joseph J. Lombardi
Title: Chief Financial Officer

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Fictionwise 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. _____

(FEI number, if applicable)

4. March 4, 2009

(Date of Organization)

5. Perpetual

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

6. _____

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

7. 346 Main Street, Chatham, NJ 07928

(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:
barnesandnoble.com llc - 76 Ninth Avenue, 9th Floor, New York, NY 10011

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: To carry on any lawful
business, purpose or activity, to the fullest extent provided in the Florida Limited Liability Company Act.

barnesandnoble.com llc, Managing Member

By: [Signature]

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.)

By: Joseph J. Lombardi, Chief Financial Officer

Typed or printed name of signee

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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:

Fictionwise 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:

Capitol Corporate Services, Inc.

(Name)

155 Office Plaza Dr., Suite A

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

Tallahassee, FL 32301

FL
City/State/Zip

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TALLAHASSEE FLORIDA

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.

Capitol Corporate Services, Inc.

BY: Barbara A. Kaulfuss

(Signature)

Barbara A. Kaulfuss, Asst. Sec.

\$ 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 "FICTIONWISE 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 SEVENTEENTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FICTIONWISE LLC" WAS FORMED ON THE FOURTH DAY OF MARCH, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4661802 8300

090274976

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7191742

DATE: 03-17-09