



THE UNITED STATES
CORPORATION
COMPANY

M97000000017

ACCOUNT NO. : 072100000032

REFERENCE : 220230 4801730

AUTHORIZATION : Patricia Kyrus

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 3:41

ORDER DATE : January 13, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 220230-030

200002061992--8

CUSTOMER NO: 4801730

CUSTOMER: Tahir Nawab, Legal Asst
Robinson, Silverman, Pearce,
1290 Avenue Of The Americas

New York, NY 10104

FOREIGN FILINGS

NAME: BABBAGE'S ETC. LLC

RECEIVED
97 JAN 17 AM 11:28
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

B/K

1/17/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

MICHAEL KLUNK
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BABBAGE'S ETC, LLC
Ref. Number: W97000001362

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DIVISION OF CORPORATIONS
97 JAN 17 PM 3:41

We have received your document for BABBAGE'S ETC, LLC and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Please complete Item 6 on the application. If the company has never transacted business in Florida, put "UPON QUALIFICATION".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00002678

RESUBMIT
Please give original
submission date as file date.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 3:41

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

1. BABBAGE'S ETC. LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware

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

3. 13-3917707

(FEI number, if applicable)

4. November 20, 1996

(Date of Organization)

5. November 20, 2046

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))

7. 1013 Centre Road, Wilmington, DE 19805

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Leonard Riggio</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>122 Fifth Avenue, Fourth Floor</u>		<u></u>	
<u>New York, NY 10011</u>		<u></u>	
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Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
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DIVISION OF CORPORATIONS
97 JAN 17 PM 3:41

The undersigned member or authorized representative of a member of _____

BABBAGE'S ETC. LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00. This total includes amounts from 2 and 3 above.

Talib N. Nawaab, Authorized Representative
Signature of a member or authorized representative of a member
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 17 1997
PH 3-14

1. The name of the limited liability company is: BABBAGE'S ETC. LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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.

Corporation Service Company

By: Maria Head, asst sec

(Signature)

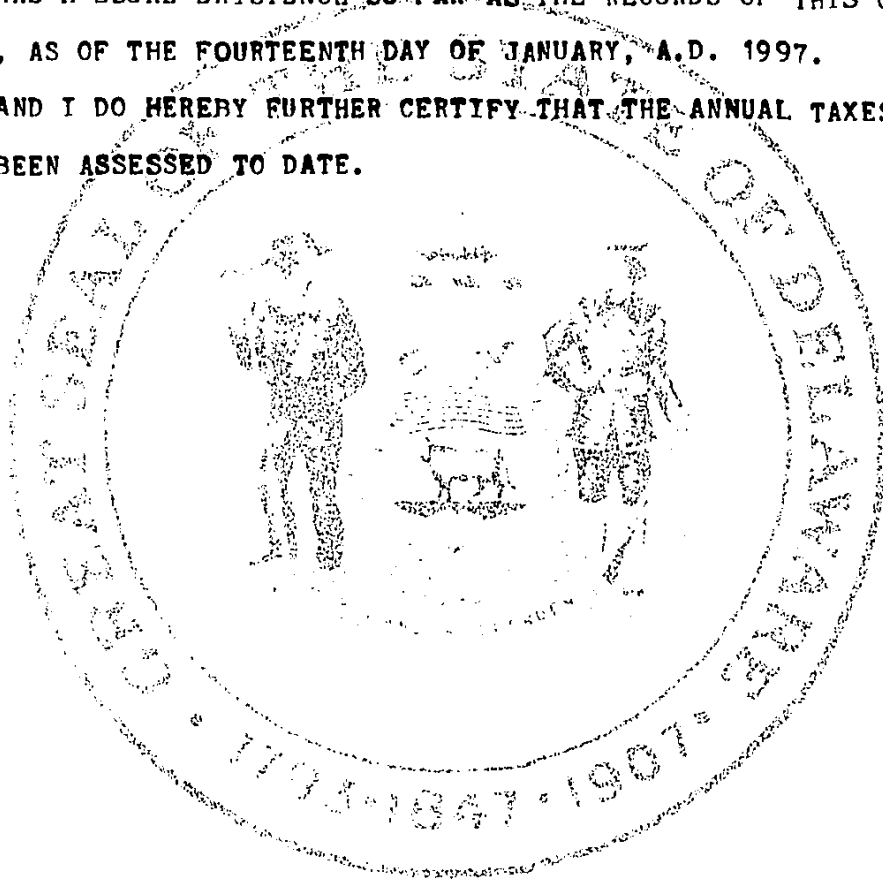
1/14/97

(Date)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BABBAGE'S ETC. 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 FOURTEENTH DAY OF JANUARY, A.D. 1997.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 17 PM 3:41



Edward J. Freel

Edward J. Freel, Secretary of State

2686046 8300

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AUTHENTICATION:

DATE:

8284017

01-14-97