
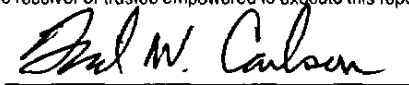


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAY -4 PM 4:09 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M97000000017			
BABBAGE'S ETC. LLC 1013 CENTRE ROAD WILMINGTON DE 19805		1a. Principal Place of Business Address  1013 CENTRE ROAD WILMINGTON DE 19805			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		2250 William D. Tate Ave		01/17/1997	
City & State		City & State		3a. State of Formation	
Zip		Zip		DE	
Country		Country		4. FEI Number	
Grapevine, TX		USA		13-3917707	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office		5. Date of Last Report	
CORPORATION SERVICE, COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City		6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> \$8.75 Additional Fee Required	
		8000002514018-3 -05/06/98-01108-009 ****188.75****188.75 FL			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	RIGGIO, LEONARD	122 FIFTH AVENUE, FOURTH F		NEW YORK NY 10011	
MGR	DAVID CARLSON	2250 William D. Tate Ave.		Grapevine, TX 76051	
MGR	RICHARD FONTAINE	2250 William D. Tate Ave		Grapevine, TX 76051	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		4/21/98		817-424-2000	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	