


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 <b>M97000000017</b> FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS		FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS 99 APR 12 AM 9:57	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>BABBAGE'S ETC. LLC 2250 WILLIAM D. TATE AVENUE GRAPEVINE TX 76051</b>		<b>DOCUMENT # M97000000017</b>		1a. Principal Place of Business Address <b>1013 CENTRE ROAD WILMINGTON DE 19805</b>	
2. Principal Place of Business <i>2250 William D. Tate Ave</i> Suite, Apt. #, etc.		2a. Mailing Address Suite, Apt. #, etc.		3. Date Organized or Qualified <b>01/17/1997</b>	
City & State <b>Grapevine, TX</b>		City & State		3a. State of Formation <b>DE</b>	
Zip <b>76051</b>		Country <b>USA</b>		4. FEI Number <b>13-3917707</b>	
				5. Date of Last Report <b>05/04/1998</b>	
7. Name and Address of Current Registered Agent <b>CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301</b>		6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code					
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 _____ <small>(Registered Agent Accepting Appointment) (Or) (New Registered Agent Signature) (or) (Authorized Agent)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	RIGGIO, LEONARD	122 FIFTH AVENUE, FOURTH F		NEW YORK NY	
MGR	CARLSON, DAVID	2250 WILLIAM D. TATE AVENUE		GRAPEVINE TX	
MGR	FONTAINE, RICHARD	2250 WILLIAM D. TATE AVENUE		GRAPEVINE TX	
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. <b>SIGNATURE: <i>David W. Carlson</i> Manager</b> <b>4/1/99</b> <b>817-424-2000</b> <small>SIGNATURE AND TITLE OF PRESIDENT OR SECRETARY, MANAGING MEMBER OR MANAGER</small>					