

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Apr 21 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P39208** (4)
1. Corporation Name
ELSA G BAILEY, INC.



Principal Place of Business: **29801 EULLID AVE. WICKLIFFE OH 44092**
Mailing Address: **29801 EULLID AVE. WICKLIFFE OH 44092-1832**

3. Date Incorporated or Qualified: **06/10/1992**
3a. Date of Last Report: **05/01/1996**
4. FEI Number: **38-1911942**
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30

9. Name and Address of Current Registered Agent: **C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324**
10. Name and Address of New Registered Agent: 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: (NOTE: Registered Agent signature required when re-nesting) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	V <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CANNATELLI, V	1.2 NAME	
STREET ADDRESS	30100 CHAGRIN BLVDSTE101	1.3 STREET ADDRESS	
CITY- ST- ZIP	PEPPER PIKE OH	1.4 CITY- ST- ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZAHARNA, M.N.	2.2 NAME	
STREET ADDRESS	37259 HARLON DRIVE	2.3 STREET ADDRESS	
CITY- ST- ZIP	WILLOUGHBY OH	2.4 CITY- ST- ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOOLBERT, G.	3.2 NAME	
STREET ADDRESS	6858 BURGUNDY NW	3.3 STREET ADDRESS	
CITY- ST- ZIP	N. CANTON OH	3.4 CITY- ST- ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANTO, MARK V.	4.2 NAME	
STREET ADDRESS	8779 PHEASANT LANE	4.3 STREET ADDRESS	
CITY- ST- ZIP	KIRTLAND OH	4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Assistant Secretary
STREET ADDRESS		5.3 STREET ADDRESS	Kroll, Catherine A.
CITY- ST- ZIP		5.4 CITY- ST- ZIP	29801 Euclid Ave. Wickliffe, Ohio 44092
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Tax Officer
STREET ADDRESS		6.3 STREET ADDRESS	Kuhrt, Michele
CITY- ST- ZIP		6.4 CITY- ST- ZIP	29801 Euclid Ave. Wickliffe, Ohio 44092

14. 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, or on an attachment with an address.

SIGNATURE: *Michele Kuhrt* MICHELE KUHRT 4/8/97 216-585-8199
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Elsag Bailey, Inc.
 Officer and Director Listing
 February 14, 1997

Directors

Name	Title	Business Address
Vincenzo Cannatelli	Director	29801 Euclid Ave. Wickliffe OH 44092
Mike N. Zaharna	Director	29801 Euclid Avenue Wickliffe OH 44092
David W. Norgard	Director	29801 Euclid Avenue Wickliffe OH 44092
Mark V. Santo	Director	29801 Euclid Avenue Wickliffe OH 44092

Officers

Name	Title	Business Address
Vincenzo Cannatelli	Managing Director and Chief Executive Officer	29801 Euclid Ave. Wickliffe OH 44092
Mike N. Zaharna	Group Executive Vice President	29801 Euclid Avenue Wickliffe OH 44092
David W. Norgard	Group Vice President, Human Resources	29801 Euclid Avenue Wickliffe OH 44092
Mark V. Santo	Group Vice President and General Counsel and Secretary	29801 Euclid Avenue Wickliffe OH 44092
William Donnelly	Group Vice President and Chief Financial Officer	29801 Euclid Avenue Wickliffe OH 44092
George W. Hawk	Assistant Secretary	29801 Euclid Avenue Wickliffe OH 44092
Catherine A. Kroll	Assistant Secretary	29801 Euclid Avenue Wickliffe OH 44092
Michele Kuhrt	Tax Officer	29801 Euclid Avenue Wickliffe OH 44092

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Secretary of State
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DOCUMENT # F93000003637 (6)

1. Corporation Name
BORDERS BOOK SHOPS, INC.



Principal Place of Business: 100 PHOENIX DRIVE ANN ARBOR MI 48108 US
Mailing Address: P.O. BOX 7069 ANN ARBOR MI 48107-7069 US

3. Date Incorporated or Qualified: 08/10/1993
3a. Date of Last Report: 04/17/1996

21	2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
	Suite, Apt. #, etc.	Suite, Apt. #, etc.	38-2104285	Not Applicable
22	City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
			<input type="checkbox"/>	
23	Zip	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
	Country	Country	<input type="checkbox"/>	
24			8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEMS 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPC FLANAGAN, RICHARD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	311 MAYNARD ST	1.2 NAME	
STREET ADDRESS	ANN ARBOR MI	1.3 STREET ADDRESS	
CITY- ST- ZIP		1.4 CITY- ST- ZIP	
TITLE	V WILHELM, EDWARD W. <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	311 MAYNARD ST	2.2 NAME	
STREET ADDRESS	ANN ARBOR MI	2.3 STREET ADDRESS	
CITY- ST- ZIP		2.4 CITY- ST- ZIP	
TITLE	AT DOUGLAS D. AGOSTINO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	100 PHOENIX DR.	3.2 NAME	
STREET ADDRESS	ANN ARBOR MI	3.3 STREET ADDRESS	
CITY- ST- ZIP		3.4 CITY- ST- ZIP	
TITLE	VP ALTRUDA, VINCENT L <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	727 AIRPORT BLVD.	4.2 NAME	
STREET ADDRESS	ANN ARBOR MI 48108	4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE	D ROBERT F. DEROMUALOD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	500 EAST WASHINGTON	5.2 NAME	
STREET ADDRESS	ANNARBOR MI	5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

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SIGNATURE: *Douglas D'Agostino* Douglas D'Agostino 4-11-97 (313)973-4630
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)