

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
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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



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/10/1992	3a. Date of Last Report 05/01/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 38-1911942		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	30. Country		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

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when re-stating)

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	SEE ATTACHED LIST <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.
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	SEE ATTACHED LIST <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.

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0478910

CR2E034 (9/96)

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

**Directors**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
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**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
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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PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

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**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number <b>38-2104285</b>	Applied For <input type="checkbox"/> Not Applicable
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
23 Zip Country	28 Zip Country	8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 Zip	29 Zip		

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEMS  
1200 S. 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

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

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

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 if changed, or on an attachment with an address.

SIGNATURE: *Douglas D'Agostino*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*Douglas D'Agostino* 4-11-97 (313)973-4630  
Date Daytime Phone #