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Cook County Recorder 31.00

File Number 6043-132-9



99354755

State of Illinois
Office of
The Secretary of State

Property of Cook County Clerk's Office

67-18

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF WALDEN BOOK COMPANY, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF COLORADO HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of APRIL A.D. 1999 and of the Independence of the United States the two hundred and 23RD



Jesse White

Secretary of State

BOX 170

(Rev. Jan. 1995)
JESSE WHITE
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT BUSINESS IN ILLINOIS

This space for use by Secretary of State

FILED

APR 2 1999

JESSE WHITE
 SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 4/2/99

License Fee _____

Franchise Tax \$27,382.70

Filing Fee 125.00

Penalties 2,169.30

Approved: 3,502.10

1. (a) CORPORATE NAME: Walden Book Company, Inc. \$33,179.10

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED

2. (a) State or Country of Incorporation: Colorado

(b) Date of Incorporation: 7/16/99 APR 2 1999

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 100 Phoenix Drive
Ann Arbor, Michigan 48108

(b) Address of principal office of Illinois (if none, so state) None

SECRETARY OF STATE
EXPEDITED
MAR 10 1999

SECRETARY OF STATE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

<u>First Name</u>	<u>Middle Name</u>	<u>Last Name</u>
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Registered Office c/o C T Corporation System, 208 S. La Salle Street

<u>Number</u>	<u>Street</u>	<u>Suite #</u>
<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
<u>City</u>	<u>Zip Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

See attached list of jurisdictions where now qualified.

6. Names and residential addresses of officers and directors:

6043-132-9

Name	No. & Street	City	State	Zip
President	<u>See attached list of officers</u>			
Secretary	_____			
Director	<u>See attached list of directors</u>			
Director	_____			
Director	_____			

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Colorado Business Corporation Act and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common	common	\$20.00	2,500	100

9. Paid-in Capital: \$ 185,132,484

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 254,372,792.
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 10,124,192.
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 968,232,479.
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 46,980,870

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 100 Phoenix Drive, Ann Arbor, Michigan 48107-7069.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? YES
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 8/29/97

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 17 Dec, 19 98 Walden Book Company, Inc.

(Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Edward J. Jackson Asst. Secretary Vice President
(Type or Print Name and Title) (Type or Print Name and Title)

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* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Jurisdictions Where Now Admitted or Qualified for
Walden Book Company, Inc.**

States where qualified: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, D.C., Florida, Georgia, Hawaii, Idaho, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

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BOX 170

WALDEN BOOK COMPANY, INC.**OFFICERS & DIRECTORS**

2/1/1998

<u>Officers/Directors/Title</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Soc. Sec. #</u>
Robert F. DiRomualdo Director, Chairman & CEO	100 Phoenix Drive Ann Arbor, MI 48108	3123 Overridge Drive Ann Arbor, MI 48104	182-34-8471
George R. Mrkonic Director, Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108	2558 Kent Ridge Court Bloomfield Hls, MI 48301	497-56-6004
Bruce A. Quinnell Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108	1481 Waterway Drive Ann Arbor, MI 48108	226-68-1491
Kathryn L. Winkelhaus President	100 Phoenix Drive Ann Arbor, MI 48108	328 Rolling Meadows Ann Arbor, MI 48103	292-48-0558
Timothy J. Hopkins Sr. VP - Merchandising	100 Phoenix Drive Ann Arbor, MI 48108	55 Gunther Garden Saline, MI 48175	014-46-7046
Michelle T. Hines VP - Store Operations	100 Phoenix Drive Ann Arbor, MI 48108	4596 Cottonwood Drive Ann Arbor, MI 48108	300-46-2818
Kenneth E. Scheve VP - Finance, Treasurer	100 Phoenix Drive Ann Arbor, MI 48108	4524 Cottonwood Drive Ann Arbor, MI 48108	298-42-7689
James B. Brigham Vice President	100 Phoenix Drive Ann Arbor, MI 48108	44056 Palisades Court Canton, MI 48187	398-50-5395
H. Kevin Rutherford VP-Corp Human Resources	100 Phoenix Drive Ann Arbor, MI 48108	3533 River Pine Drive Ann Arbor, MI 48103	245-15-1542
Gordon Eiland VP-Mechandising, Planning, Analysis	100 Phoenix Drive Ann Arbor, MI 48108	2346 Windmill Way Saline, MI 48176	550-74-3908
Linda A. Jones VP - Merchandising	100 Phoenix Drive Ann Arbor, MI 48108	5771 Bellwether Drive Saline, MI 48176	550-92-4932
Mark Palmucci VP - Inventory Control	100 Phoenix Drive Ann Arbor, MI 48108	7301 Webster Station Dr. Dexter, MI 48130	228-90-3556
Michael W. Smith VP - ITSG	100 Phoenix Drive Ann Arbor, MI 48108	8275 Huron River Drive Ypsilanti, MI 48197	366-64-1623
Charles P. Hueston VP - Development	100 Phoenix Drive Ann Arbor, MI 48108	4701 Vorhies Ann Arbor, MI 48105	196-46-7152

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WALDEN BOOK COMPANY, INC. OFFICERS & DIRECTORS Continued

Philip C. Semprevivo VP - ITSG	100 Phoenix Drive Ann Arbor, MI 48108	1711 Arlington Ann Arbor, MI 48104	055-32-5667
Cedric J. Vanzura VP - Planning	100 Phoenix Drive Ann Arbor, MI 48108	1577 Redbud Troy, MI 48098	585-27-2595
Patrick J. Murphy VP - Distribution	100 Phoenix Drive Ann Arbor, MI 48108	9238 Hunterboro Drive Brentwood, TN	495-52-9539
Thomas D. Carney Secretary	100 Phoenix Drive Ann Arbor, MI 48108	2033 Norway Ann Arbor, MI 48104	368-52-1478
Edward Jackson Asst. Treas./Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	6358 Cherrytree Court Rochester His, MI 48306	073-36-3788
Margaret Petersen Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	2603 Geddes Avenue Ann Arbor, MI 48104	577-86-4999
Cynthia Danza Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	715 S. Forest Ave. #208 Ann Arbor, MI 48104	133-44-0406

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