

State of Idaho

Office of the Secretary of State

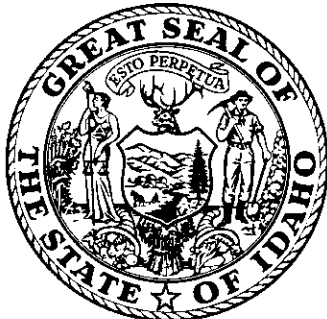
**CERTIFICATE OF AUTHORITY
OF
BOOKCROSSING, INC.**

File Number C 174604

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 20, 2007



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 AUG 20 PM 12:18

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
BookCrossing, Inc.
2. The name which it shall use in Idaho is: BookCrossing, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: March 7, 2007
5. The address of its principal office is:
3122 Conti Court, Pleasanton, CA 94566
6. The address to which correspondence should be addressed, if different from item 5, is:
3122 Conti Court, Pleasanton, CA 94566
7. The street address of its registered office in Idaho is: 323 Pine St., Sandpoint, ID 83864
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
<u>Scott Sorooshak</u>	<u>Director</u>	<u>3122 Conti Court, Pleasanton, CA 94566</u>
<u>Ron Hornbaker</u>	<u>Director</u>	<u>3122 Conti Court, Pleasanton, CA 94566</u>
<u>Scott Sorooshak</u>	<u>CEO, Treasurer</u>	<u>3122 Conti Court, Pleasanton, CA 94566</u>
<u>Heather Pederson</u>	<u>CFO</u>	<u>3122 Conti Court, Pleasanton, CA 94566</u>

Dated: August 17, 2007Signature: [Signature]Typed Name: Scott SorooshakCapacity: Director, CEO

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Excluded from public
inspection pursuant to
Idaho Code § 39-2106

File Page

IDAHO SECRETARY OF STATE
08/20/2007 05:00
CK: 48795 CT: 1154 BH: 1871628
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1 @ 20.00 = 20.00 EXPEDITE C # 7

9174604

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOOKCROSSING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOOKCROSSING, INC." WAS INCORPORATED ON THE SEVENTH DAY OF MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5935242

DATE: 08-17-07