

State of Idaho

Office of the Secretary of State

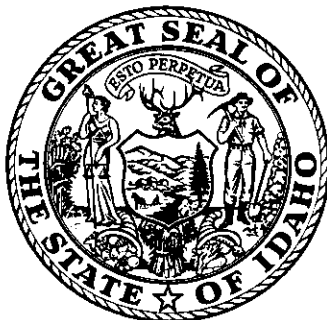
**CERTIFICATE OF AUTHORITY
OF
THE BOOK PEOPLE INC.**

File Number C 167370

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: 12 June 2006



Ben Yursa

SECRETARY OF STATE

By *Richard J. [Signature]*

FILED EFFECTIVE

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

06 JUN 12 PM 12:17

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:

The Book People Inc.

2. The name which it shall use in Idaho is:
- The Book People Inc.

3. It is incorporated under the laws of:
- Delaware

4. Its date of incorporation is:
- 6/18/02

5. The address of its principal office is:

557 Broadway, New York, NY 10012

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is:
- 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: June 6, 2006Signature: Typed Name: Teresa M. ConnellyCapacity: Assistant Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pm6
Revised 07/2002

C16-7370
 IDAHO SECRETARY OF STATE
 06/12/2006 05:00
 CK: NONE CT: 1157 BH: 959533
 1 @ 100.00 = 100.00 AUTH PRO # 2

The Book People Inc.
Application by a Foreign Corporation for Certificate of Authority

DIRECTORS:

Name	Business Address
Richard Robinson	557 Broadway New York, NY 10012
Hugh R. Roome	557 Broadway New York, NY 10012
Seni Glaiser	Catteshall Manor, Catteshall Lane, Surrey U.K. GU 1UU
Edward Smart	Catteshall Manor, Catteshall Lane, Surrey U.K. GU 1UU

OFFICERS:

Name	Title	Business Address
Richard Robinson	Chief Executive Officer	557 Broadway New York, NY 10012
Beth Ford	President	557 Broadway New York, NY 10012
Lisa Paulen	Vice President	557 Broadway New York, NY 10012
Teresa M. Connelly	Assistant Secretary	557 Broadway New York, NY 10012
Gil A. Dickoff	Vice President & Treasurer	557 Broadway New York, NY 10012
Karen A. Maloney	Senior Vice President	557 Broadway New York, NY 10012
Anita M. Onesti	Vice President & Controller	100 Plaza Drive, Secaucus, NJ 07094
Steven I. Volk	Vice President, Taxes	100 Plaza Drive, Secaucus, NJ 07094

Delaware

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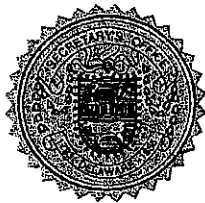
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BOOK PEOPLE 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 EIGHTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE BOOK PEOPLE INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4811807

DATE: 06-08-06