

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
TEXTBOOK EXCHANGE OF UTAH, LLC**

File Number W 109105

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 Uniform Limited Liability 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: December 14, 2011



Ben Yursa

SECRETARY OF STATE

By

Linda Corbett



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2011 DEC 14 PM 4:11
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Textbook Exchange of Utah, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: UTAH

4. The name and complete street address of the registered agent in Idaho is:

Penny Fisher

1700 Satterfield Pocatello Idaho 83201

5. The street and mailing address of the limited liability company's principal office is:

639 S. 5th Pocatello Idaho 83201

Street Address

PO Box 4011 Pocatello Idaho 83205

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

205 Sunstone Logan Ut 84321

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Penny Fisher

PO Box 4011 Pocatello Idaho 83205

8. The mailing address for future correspondence:

PO Box 4011 Pocatello Idaho 83205

9. Signature of a manager, member or authorized person

Signature

PENNY FISHER

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
12/14/2011 05:00
CK: 2885 CT: 242144 BH: 1301766
1 @ 100.00 = 100.00 REGFORGLLC # 2

W109105



Utah Department of Commerce
Division of Corporations & Commercial Code

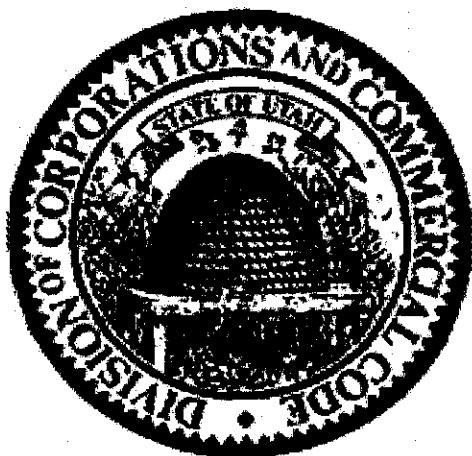
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

12/14/2011
5360719-016012142011-405949

CERTIFICATE OF EXISTENCE

Registration Number: 5360719-0160
Business Name: TEXTBOOK EXCHANGE OF UTAH, LLC
Registered Date: July 23, 2003
Entity Type: LLC - Domestic
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code