

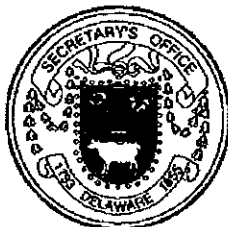
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "USED TEXTBOOK ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2006, AT 12:03 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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060782387

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4990460

DATE: 08-22-06

CERTIFICATE OF INCORPORATION
OF
USED TEXTBOOK ASSOCIATION

1. The name of the corporation is Used Textbook Association.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.
3. The corporation shall be a nonprofit corporation. The nature of the business or purposes to be conducted or promoted are to receive, administer and expend funds to promote and represent the lawful common business interests of, and in doing so, to improve business conditions among, members primarily engaged in the wholesale acquisition and sale of used textbooks for higher education, within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not have any capital stock and the conditions of membership shall be stated in the bylaws.
5. The corporation shall have perpetual existence.
6. The name and mailing address of the incorporator is THE CORPORATION TRUST COMPANY, 1209 Orange Street, Wilmington, Delaware 19801.
7. No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Paragraph 3 hereof.
8. Notwithstanding any other provision herein, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to

organizations which are exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

10. The powers of the incorporator, including the power to adopt by-laws, terminates on the filing of this Certificate of Incorporation. The name and mailing address of the person who is to serve as director until the first meeting of the members or until a successor is elected and qualified is as follows: Barry S. Major, 4700 South 19th Street, P.O. Box 80529, Lincoln, NE 68501-0529.

11. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that this is its act and deed and the facts herein stated are true, and accordingly have hereunto set its hand this August 21, 2006.

THE CORPORATION TRUST COMPANY

By: Joseph H. Badami
Its: Asst. Secy.

STATE OF ~~DELAWARE~~ NEBRASKA)
COUNTY OF ~~NEW CASTLE~~ LANCASTER) ss.

The foregoing instrument was acknowledged before me this 21st day of August, 2006, by Joseph H. Badami, Assistant Secretary of THE CORPORATION TRUST COMPANY, a foreign corporation, on behalf of the corporation.

(SEAL)



Vickie L. Staff
Notary Public

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August 31, 2006