

State of Idaho

Office of the Secretary of State

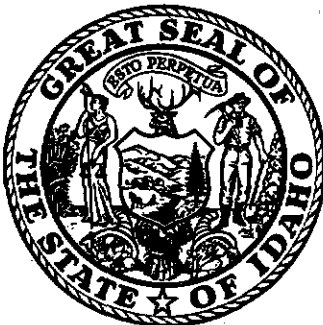
**CERTIFICATE OF AUTHORITY
OF
BARNES & NOBLE COLLEGE BOOKSELLERS, LLC**

File Number W 107293

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: October 6, 2011



Ben Yursa

SECRETARY OF STATE

By *Meryl Palmer*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 OCT -6 PM 1:15

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Barnes & Noble College Booksellers, 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: Delaware

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

Capitol Corporate Services, Inc.

921 S. Orchard ST, Ste G, Boise, ID 83705

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

120 Mountain View Blvd., Basking Ridge, New Jersey 07920

Street Address

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:

c/o Capitol Services, Inc., 1675 South State Street, Suite B, Dover, DE 19901

Street Address

Mailing Address, if different

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

Barnes & Noble, Inc., Manager

122 Fifth Avenue New York, NY 10011

8. The mailing address for future correspondence:

120 Mountain View Blvd., Basking Ridge, New Jersey 07920

9. Signature of a manager, member or authorized person.

BY: Sheedeh Moayery, ASST. SECRETARY

Signature

Sheedeh Moayery

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
10/06/2011 05:00

CK: NONE CT: 1157 BH: 1293300

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W107293

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARNES & NOBLE COLLEGE BOOKSELLERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BARNES & NOBLE COLLEGE BOOKSELLERS, LLC" WAS FORMED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2009.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9056219

DATE: 09-27-11