

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
B.DALTON BOOKSELLER, INC.

File Number C 142312

I PETE T. CENARRUSA, 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: January 28, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

01 DEC 24 AM 10:14
SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is: B. Dalton Bookseller, Inc.
- The name which it shall use in Idaho is: Same as above
- It is incorporated under the laws of: Minnesota
- Its date of incorporation is: 4/28/66
- The address of its principal office is: 122 5th Avenue N.Y. N.Y. 10044
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: CSC 1401 Shoreline Drive #E2
Boise ID 83702 and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

FILED DEFECTIVE

02 JAN 29 11:08:53
STATE OF IDAHO

Name	Office	Address
<u>All Schedule Attached</u>		

Dated: 12/13/01

Signature: John P. McSweeney

Typed Name: JANU P. McSWEENEY

Capacity: Asst Secretary

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
01/28/2002 05:00
CK: 1826 CT: 156320 BH: 442388
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 CORP SUR # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

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Revised 01/2001

C 142312

B. DALTON BOOKSELLER, INC.
ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 11, 2001

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board and Chief Executive Officer	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman	Stephen Riggio	122 Fifth Avenue New York, NY 10011	81 Post Kunhardt Road Bernardsville, NJ 07924
Chief Operating Officer	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West, 5B New York, NY 10023
President	Michael Berry	122 Fifth Avenue New York, NY 10011	422 East 72nd Street, 35D New York, NY 10021
Executive Vice President, Assistant Secretary and President, Barnes & Noble Development	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
Senior Vice President, Corporate Communications	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011	69 Fifth Avenue, 7F New York, NY 10003
Vice President	Maureen O'Connell	122 Fifth Avenue New York, NY 10011	154 Weaver Street Greenwich, CT 06831
Vice President and Chief Financial Officer	Michael Archbold	122 Fifth Avenue New York, NY 10011	72 Norwood Road Northport, NY 11768
Vice President, Publishing	Michael Friedman	122 Fifth Avenue New York, NY 10011	300 Central Park West Apt. 17F New York, NY 10024
Vice President, Distribution and Logistics	Darrell Meussner	100 Middlesex Center Boulevard Jamesburg, NJ 08831	416 Hidden Valley Court Wyckoff, NJ 07481
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 New York, NY 10011	2001 Brabant Drive Plano, TX 75025
Vice President and Chief Information Officer	Joseph Giamelli	122 Fifth Avenue New York, NY 10011	5 Cindy Lane Irvington, NY 10533
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011	165 Christopher Street, 1Z New York, NY 10014

B. DALTON BOOKSELLER, INC.

ROSTER OF OFFICERS AND DIRECTORS (Continued)

AS OF JUNE 11, 2001

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Vice President, Marketing	Sharon Mosse	122 Fifth Avenue New York, NY 10011	116 East 68th Street New York, NY 10021
Vice President, Tax and Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011	6 Concord Drive Kendall Park, NJ 08824
Secretary and Director	Michael N. Rosen	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	50 East 79th Street New York, NY 10021
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
Assistant Secretary	Stuart A. Gordon	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	40 East 94th Street New York, NY 10128
Assistant Secretary	Jay M. Dorman	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	729 Bunker Road North Woodmere, NY 11581
Director	Irene R. Miller	186 Riverside Drive, 10E New York, NY 10024	186 Riverside Drive, 10E New York, NY 10024
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020	15 West 53rd Street, 15F New York, NY 10019
Director	Matthew A. Berdon	Urbach, Kahn & Werlin 250 Park Avenue South New York, NY 10003	911 Park Avenue, 4A New York, NY 10022
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Margaret T. Monaco	Merrill Lynch Ventures, LLC 2 World Financial Center, 31st Floor New York, NY 10281	83 Devon Road Essex Fells, NJ 07021

State of Minnesota

SECRETARY OF STATE

02 JUN 28 AM 8:54
STATE OF IDAHO

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; that this corporation is authorized to do business as a corporation at the time this certificate is issued; and that amendments to the articles of that corporation were filed on the dates listed below.

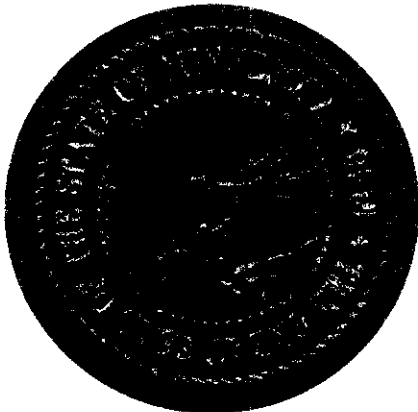
Name: B. Dalton Bookseller, Inc.

Date Formed: 04/28/1966

Chapter Governed By: 302A

Amendments Filed On:

04/28/1966-ORIG FILING-700 Nicollet Ave Mpls
-NAME -B. Dalton Company
02/02/1973-MERGER -Pickwick Book Shops, Inc. (unqual CA) (Eff 8:00am)



Mary Kiffmeyer
Secretary of State.

State of Minnesota

SECRETARY OF STATE

-2-

06/25/1982-REG OFF	-777 Nicollet Mall Mpls 55402
12/08/1987-MERGER	-BDB Holding Corp. (unqual DE)
09/23/1988-REG OFF	-
-	-7505 Metro Blvd
-	-Mpls MN 55435-
11/18/1988-MERGER	-Barnes and Noble Discount Bookstores, Inc. (un-
-	-qual DE)
03/02/1989-NAME	-B. Dalton Bookseller, Inc.
05/13/1992-MERGER	-4 unqual NY corps
04/07/1993-REG OFF	-CT Corporation System Inc
-	-405 2nd Ave S
-	-Mpls MN 55401-
03/28/1996-MERGER	-BDB Aircraft Charter Company, Inc. (unqual DE)
07/28/1999-REG OFF	-Corporation Service Company
-	-33 S 6th Str
-	-Mpls MN 55402-

This certificate has been issued on 01/18/02.



Mary Kiffmeyer
Secretary of State.