

State of Idaho

Department of State

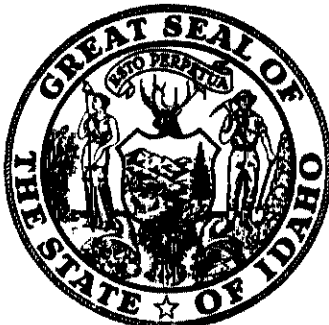
AMENDED CERTIFICATE OF AUTHORITY OF

BOOKSTOP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BOOKSTOP, INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to BARNES & NOBLE SUPERSTORES, INC. to transact business in this State under the name BARNES & NOBLE SUPERSTORES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: June 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shay I Clark*

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by 93 JUN 4 AM 8 42 October 22,
19 92, authorizing it to transact business in the State of Idaho under the name of _____
Bookstop, Inc.

2. Its corporate name has been changed to Barnes & Noble Superstores, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____
Barnes & Noble Superstores, Inc.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated March 2, 19 93.

By Steven Riggio X [Signature]

Its Exec Vice President

And Mitchell Klipper X [Signature]

Its Assistant Secretary

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss: _____

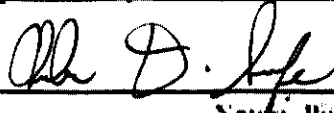
I, CHARLES D. SROUFE, a notary public, do hereby certify that on this
2 day of MARCH, 19 93, personally appeared

ROUPE
of New York
3307
York County
as July 31, 1994

(continued on reverse)

before me Steven Riggio and Mitchell Klipper, who being by me first duly sworn,
Executive Vice President and Assistant Secretary,
declared that he is the /respectively of Barnes & Noble Superstores, Inc.

Executive Vice President and Assistant Secretary
that he signed the foregoing document as /respectively of the corporation and
that the statements therein contained are true.



Notary Public

CHARLES D. LIPP
Notary Public, State of New York
No. 3121307
Qualified In _____ County
Commission Expires 1971

IDAHO SECRETARY OF STATE
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CX #: 28102 CUST# 1
CORPORATIO 10 20.00= 20.00

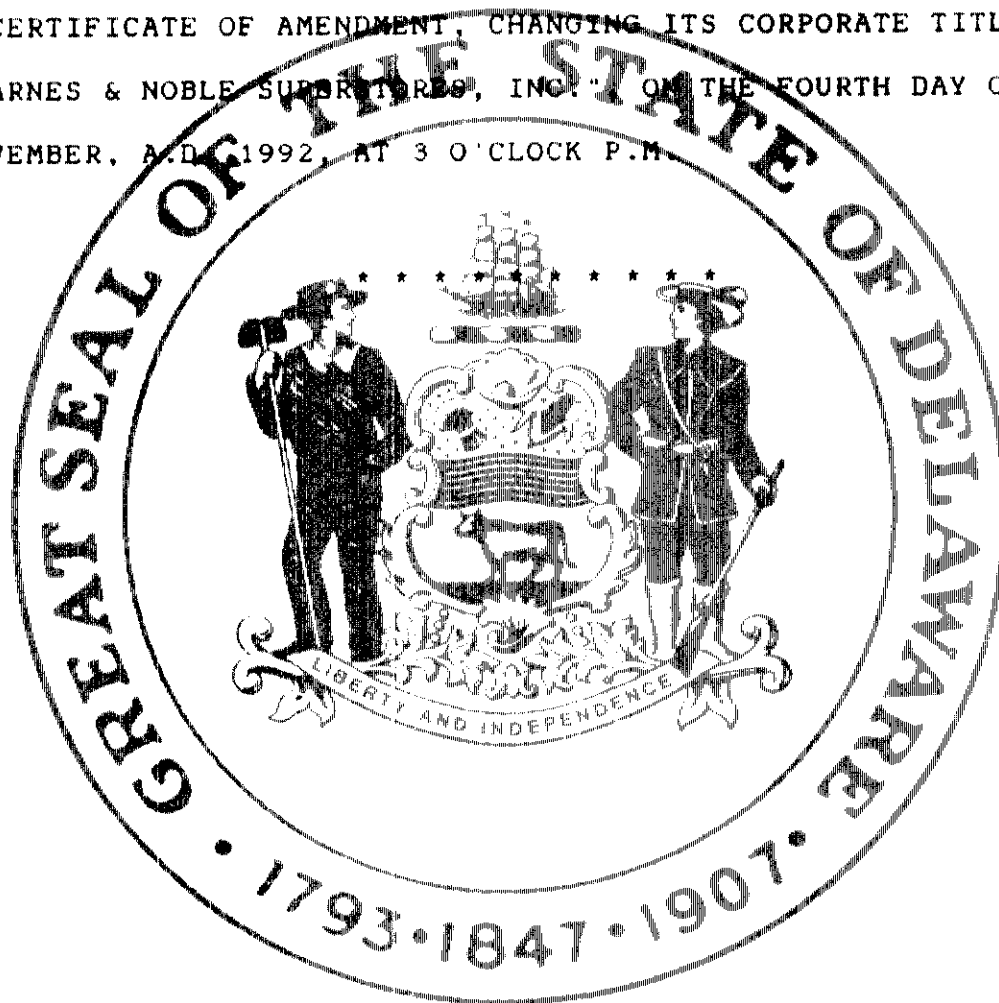
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State of Delaware
Office of the Secretary of State

RECEIVED
SEC. OF STATE

93 JUN 4 AM 8 42

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BOOKSTOP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "BARNES & NOBLE SUPERSTORES, INC." ON THE FOURTH DAY OF NOVEMBER, A.D. 1992, AT 3 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3915703

DATE:

05/27/1993

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