

State of Idaho

Department of State

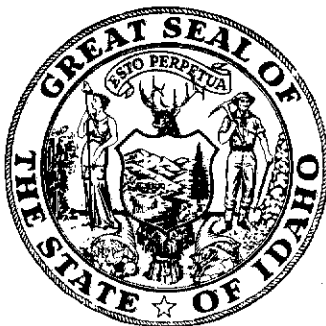
AMENDED CERTIFICATE OF AUTHORITY OF

BARNES & NOBLE SUPERSTORES, INC.
File Number C 99925

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BARNES & NOBLE SUPERSTORES, INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 BOOKSELLERS, INC. to transact business in this State under the name BARNES & NOBLE BOOKSELLERS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: December 8, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY



Dec 8 4 02 PM '97 Instructions on back of application Dec 5 4 03 PM '97

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, 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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on October 22, 1992, authorizing it to transact business in the State of Idaho under the name of BARNES & NOBLE SUPERSTORES, INC.
2. Its corporate name has been changed to BARNES & NOBLE BOOKSELLERS, INC.
3. The name which it shall use hereafter in the State of Idaho is BARNES & NOBLE BOOKSELLERS, INC.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: 11-26-97

BARNES & NOBLE SUPERSTORES, INC.

(Corporation Name)

By *Thomas Holland*

Its Thomas Holland, Assistant Secretary
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE
(if using pre-paid account)

12/08/1997 09:00
CK: 22830 CT: 18991 BH: 61736

1 @ 38.00 = 38.00 AMEND CERT
1 @ 20.00 = 20.00 EXPEDITE C

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BARNES & NOBLE BOOKSELLERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF MARCH, A.D. 1982, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF MAY, A.D. 1984, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF MAY, A.D. 1984, AT 9:05 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF FEBRUARY, A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF APRIL, A.D. 1985, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF JULY, A.D. 1985, AT 10 O'CLOCK A.M.



A handwritten signature in dark ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

0933928 8310

AUTHENTICATION: 8787430

971411349

DATE: 12-03-97

Office of the Secretary of State

RESTATED CERTIFICATE, FILED THE FOURTH DAY OF MARCH, A.D.
1987, AT 12:15 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF
JANUARY, A.D. 1988, AT 4:20 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF DECEMBER, A.D.
1989, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE SECOND DAY OF JULY, A.D.
1990, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BOOKSTOP,
INC." TO "BARNES & NOBLE SUPERSTORES, INC.", FILED THE FOURTH
DAY OF NOVEMBER, A.D. 1992, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BARNES &
NOBLE SUPERSTORES, INC." TO "BARNES & NOBLE STORES, INC.", FILED
THE SEVENTEENTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BARNES &
NOBLE STORES, INC." TO "BARNES & NOBLE BOOKSELLERS, INC.", FILED
THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0933928 8310

AUTHENTICATION: 8787430

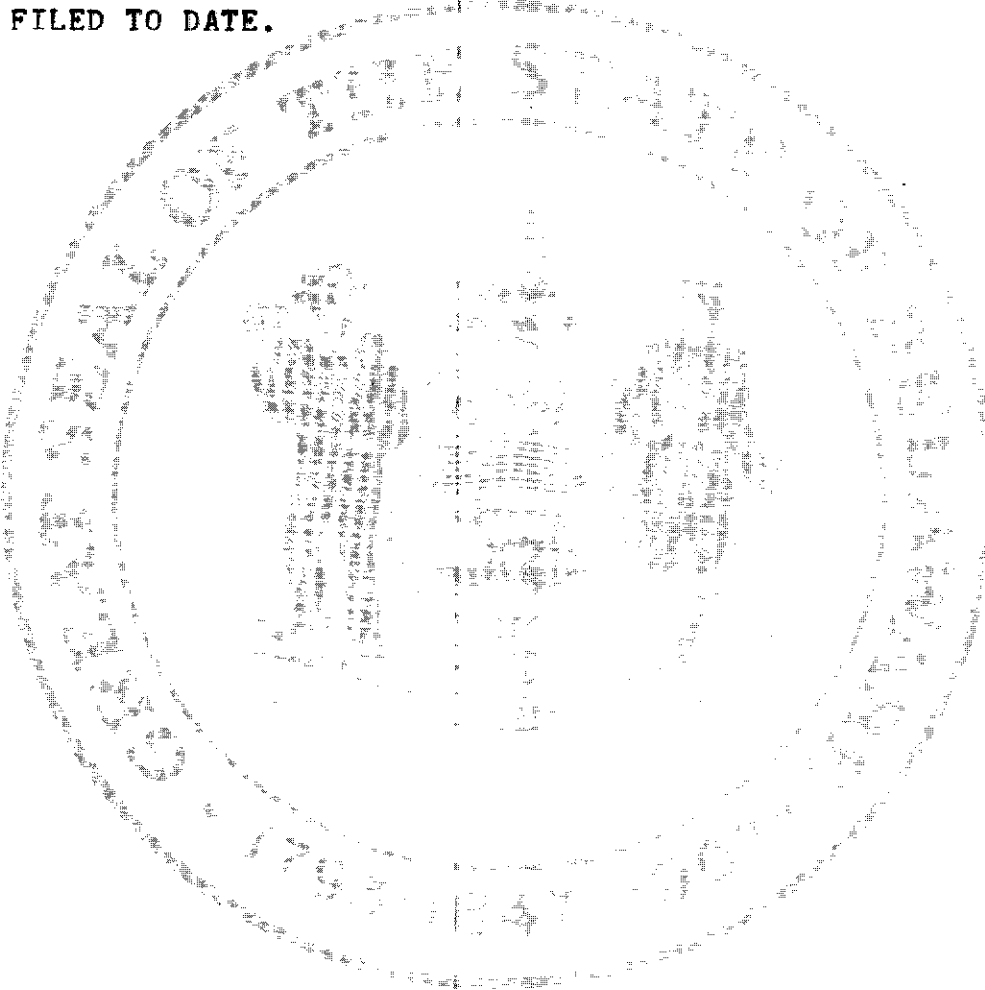
971411349

DATE: 12-03-97

Office of the Secretary of State

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

0933928 8310

971411349

AUTHENTICATION: 8787430

DATE: 12-03-97