

FILED EFFECTIVE

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APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

04 NOV 10 AM 11:59

SECRETARY OF STATE
STATE OF IDAHO

- The name of the limited liability company is: B. Dalton Bookseller, LLC
- 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: _____
- The jurisdiction under whose laws the limited liability company is organized is: Delaware
and the date of its formation was: October 29, 2004
- The name and address of the registered agent in Idaho is: Capitol Corporate Services, Inc.
355 W. Myrtle, Suite 102 Boise ID 83702
- The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: None
- The address of the limited liability company's principal office, if other than the address in #5 above, is: 122 Fifth Avenue, New York, NY 10011
- The address to which correspondence should be addressed is:
122 Fifth Avenue
New York, NY 10011
- Signature of a manager, if any, or a member if there are no managers:

Signature Jay M. Dorman
 TypedName of Barnes & Noble, Inc., Mgr.
 Manager Member

01/09/2004 11:59 AM
Revised 01/2001

Secretary of State use only

IDAHO SECRETARY OF STATE
 11/10/2004 05:00
 CK: 33332 CT: 19577 BH: 775876
 1 @ 100.00 = 100.00 REGFORLLC # 8
 1 @ 20.00 = 20.00 EXPEDITE C # 9

W 34466

Delaware

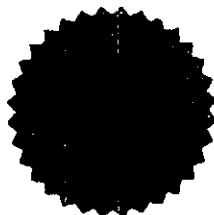
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B. DALTON BOOKSELLER, 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 NINTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "B. DALTON BOOKSELLER, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3465249

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DATE: 11-09-04