

State of Idaho

Office of the Secretary of State

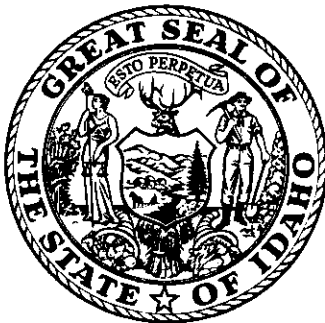
**CERTIFICATE OF AUTHORITY
OF
BARNES & NOBLE BOOKSELLERS, INC.**

File Number C 165211

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 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: 21 February 2006



Ben Yursa
SECRETARY OF STATE

By *Meryl Barnes*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Barnes & Noble Booksellers, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: October 27, 1998

5. The address of its principal office is:

122 Fifth Avenue, New York, NY 10011

6. The address to which correspondence should be addressed, if different from item 5, is:

355 W. Myrtle, 102

7. The street address of its registered office in Idaho is: Boise, ID 83702

and its registered agent in Idaho at that address is: Capitol Corporate Services, Inc.

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: 2/15/06

Signature: [Handwritten Signature]

Typed Name: Jay M. Dorman

Capacity: Asst. Secretary

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

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
02/21/2006 05:00
CK: 11072462 CT: 47921 BH: 938729
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C165211

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Barnes & Noble Booksellers, Inc.

List of Officers

Name: Leonard Riggio **Title:** Chairman of the Board
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Michael N. Rosen **Title:** Secretary
Bus. Addr.: 1290 Avenue of the Americas, New York, NY 10104

Name: Maria B. Florez **Title:** Vice President, Treasurer
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Stephen Riggio **Title:** Vice Chairman and CEO
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Mitchell S. Klipper **Title:** Chief Operating Officer
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Joseph Lombardi **Title:** Chief Financial Officer
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: William F. Duffy **Title:** Executive VP
Bus. Addr.: 100 Middlesex Center Boulevard, Jamesburg, NJ 08831

Name: Mark Bottini **Title:** VP, Director of Stores
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Vincent J. Capurso **Title:** VP, Tax
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Jay M. Dorman **Title:** Assistant Secretary
Bus. Addr.: 1290 Avenue of the Americas, New York, NY 10104

List of Directors

Name: Leonard Riggio **Term:** Jun 07, 2006
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Stephen Riggio **Term:** Jun 07, 2006
Bus. Addr.: 122 Fifth Avenue, New York, NY 10011

Name: Michael N. Rosen **Term:** Jun 07, 2006
Bus. Addr.: 1290 Avenue of the Americas, New York, NY 10104

Name: Matthew A. Berdon **Term:** Jun 07, 2006
Bus. Addr.: 19 West 44th Street, 11th Fl., New York, NY 10036

Name: Michael Del Giudice **Term:** Jun 07, 2006
Bus. Addr.: One Rockefeller Plaza, Suite 2330, New York, NY 10020

Name: William Dillard, II **Term:** Jun 07, 2006
Bus. Addr.: 1600 Cantrell Road, Little Rock, AR 72201

Name: Irene R. Miller **Term:** Jun 07, 2006
Bus. Addr.: 186 Riverside Drive, 10E, New York, NY 10024

Name: Margaret T. Monaco **Term:** Jun 07, 2006
Bus. Addr.: 115 Morris Street, #1434, Jersey City, NJ 07302

Name: William Sheluck, Jr. **Term:** Jun 07, 2006
Bus. Addr.: 36 Greenleaf Farms Road, Newton, CT 06470

Name: William F. Reilly **Term:** Jun 07, 2006
Bus. Addr.: 374 Park Avenue, Suite 1909, New York, NY 10152

Delaware

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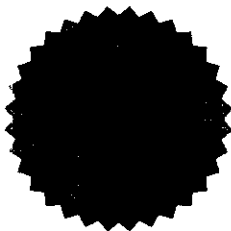
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "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 SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BARNES & NOBLE BOOKSELLERS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4517778

DATE: 02-13-06