

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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|                                                           |                                                                                                                                                                                     |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1996</b> |  <b>FLORIDA DEPARTMENT OF STATE</b><br>Jim Smith<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                    |                                        |
|--------------------------------------------------------------------|----------------------------------------|
| 1. Corporation Name<br><b>BARNES &amp; NOBLE SUPERSTORES, INC.</b> | <b>DOCUMENT #</b><br><b>P15738 (8)</b> |
|--------------------------------------------------------------------|----------------------------------------|

|                                                                                                                     |                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| Mailing Address<br><b>1400 OLD COUNTRY RD</b><br><b>ATTN: J. CULLINANE</b><br><b>WESTBURY NY 11590</b><br><b>US</b> | Principal Place of Business<br><b>%CORPORATION TRUST CENTER</b><br><b>1209 ORANGE STREET</b><br><b>WILMINGTON DE 19801</b> |
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If above addresses are incorrect in any way, line through incorrect information and enter correction below.

|                                                  |                                       |                                                                                |                                                                                                                                                                |
|--------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Mailing Address<br>21                         | 2a. Principal Place of Business<br>26 | 3. Date Incorporated or Qualified<br><b>08/28/1987</b>                         | 3a. Date of Last Report<br><b>05/01/1995</b>                                                                                                                   |
| Suite, Apt. #, etc.<br>22 <b>ATTN: TAX DEPT.</b> | Suite, Apt. #, etc.<br>27             | 4. FEI Number<br><b>74-2225928</b>                                             | Applied For<br>Not Applicable                                                                                                                                  |
| City & State<br>23                               | City & State<br>28                    | 5. Certificate of Status Desired<br><b>\$8.75 Additional Fee Required</b>      | 6. Election Campaign Financing Trust Fund Contribution<br><b>\$5.00 May Be Added to Fees</b>                                                                   |
| Zip<br>24                                        | Country<br>25                         | 7. Nonprofit Exempt from \$138.75 Supplemental Fee<br><input type="checkbox"/> | 8. This corporation has liability for intangible tax under S. 199.032.<br>Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

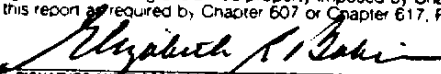
|                                                                                                                                                  |                                                                                                                                                            |
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| 9. Name and Address of Current Registered Agent<br><b>CT CORPORATION SYSTEM</b><br><b>1200 S. PINE ISLAND ROAD</b><br><b>PLANTATION FL 33324</b> | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b> 85 Zip Code |
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11. Pursuant to the provisions of Sections 607.0502 and 607.1506 or Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent; I am familiar with, and accept the obligations of, Section 607.0505 or 617.0503, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

|                                                                  |                                                                                                                                    |  |  |                                                                  |                                            |  |  |
|------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|--|--|------------------------------------------------------------------|--------------------------------------------|--|--|
| 12. OFFICERS AND DIRECTORS                                       |                                                                                                                                    |  |  | 13. CHANGES TO OFFICERS AND DIRECTORS IN 12                      |                                            |  |  |
| 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY, ST, ZIP | VICE PRESIDENT & TREASURER<br><b>ELIZABETH R. BABIN</b><br><del>1400 OLD COUNTRY ROAD</del><br><del>WESTBURY, NY 11590</del>       |  |  | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY, ST, ZIP | 120 FIFTH AVE<br><b>NEW YORK, NY 10011</b> |  |  |
| 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY, ST, ZIP | VICE PRESIDENT & CONTROLLER<br><b>WILLIAM DUFFY</b><br><b>FINANCE</b><br><b>1400 OLD COUNTRY ROAD</b><br><b>WESTBURY, NY 11590</b> |  |  | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY, ST, ZIP |                                            |  |  |
| 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY, ST, ZIP | SEE LIST ATTACHED                                                                                                                  |  |  | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY, ST, ZIP |                                            |  |  |
| 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY, ST, ZIP |                                                                                                                                    |  |  | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY, ST, ZIP |                                            |  |  |
| 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY, ST, ZIP |                                                                                                                                    |  |  | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY, ST, ZIP |                                            |  |  |
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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that I have fulfilled all obligations concerning unclaimed property imposed by Chapter 717, Florida Statutes; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **ELIZABETH R. BABIN** 04/26/1996 (516) 338-8000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

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**BARNES & NOBLE SUPERSTORES, INC.**  
**ROSTER OF OFFICERS AND DIRECTORS**  
**AS OF DECEMBER, 1995**

| <u>OFFICE</u>                                                                                | <u>NAME</u>          | <u>ADDRESS</u>                                    |
|----------------------------------------------------------------------------------------------|----------------------|---------------------------------------------------|
| Chairman of the Board<br>and Chief Executive<br>Officer                                      | Leonard Riggio       | 122 Fifth Avenue<br>New York, NY 10011            |
| Chief Operating Officer<br>and Assistant Secretary                                           | Stephen Riggio       | 122 Fifth Avenue<br>New York, NY 10011            |
| President                                                                                    | Thomas A. Tolworthy  | 122 Fifth Avenue<br>New York, NY 10011            |
| President, Real Estate<br>Development                                                        | Mitchell S. Klipper  | 122 Fifth Avenue<br>New York, NY 10011            |
| Executive Vice President,<br>Chief Financial Officer,<br>Assistant Secretary and<br>Director | Irene R. Miller      | 122 Fifth Avenue<br>New York, NY 10011            |
| Vice President, Marketing                                                                    | Laura A. Rittenhouse | 1290 Avenue of the Americas<br>New York, NY 10104 |
| Vice President, Real<br>Estate                                                               | Jeffrey L. Berk      | 122 Fifth Avenue<br>New York, NY 10011            |
| Vice President, General<br>Merchandise Manager                                               | Maureen H. Golden    | 122 Fifth Avenue<br>New York, NY 10011            |
| Vice President, Stores                                                                       | Jim Kirk             | 120 Fifth Avenue, 7th Floor<br>New York, NY 10011 |
| Secretary and Director                                                                       | Michael N. Rosen     | 1290 Avenue of the Americas<br>New York, NY 10104 |
| Assistant Secretary                                                                          | Cosmo LaForgia       | 122 Fifth Avenue<br>New York, NY 10011            |
| Assistant Secretary                                                                          | Smith Chua           | 1400 Old Country Road<br>Westbury, NY 11590       |
| Assistant Secretary                                                                          | Stuart A. Gordon     | 1290 Avenue of the Americas<br>New York, NY 10104 |

**BARNES & NOBLE SUPERSTORES, INC.**  
**ROSTER OF OFFICERS AND DIRECTORS**  
**AS OF DECEMBER, 1995**

| <u>OFFICE</u>       | <u>NAME</u>              | <u>ADDRESS</u>                                                                 |
|---------------------|--------------------------|--------------------------------------------------------------------------------|
| Assistant Secretary | Jay M. Dorman            | 1290 Avenue of the Americas<br>New York, NY 10104                              |
| Director            | Jan Michiel Hessels      | Vendex International, N.V.<br>DeKlencke #6<br>1083 HH Amsterdam, Holland       |
| Director            | Matthew A. Berdon        | Ferro, Berdon & Co.<br>200 East 42nd Street<br>New York, NY 10017              |
| Director            | William C.J.<br>Angenent | Vendex International, N.V.<br>DeKlencke #6<br>1083 HH Amsterdam, Holland       |
| Director            | William Sheluck, Jr.     | 225 West 83rd Street<br>New York, NY 10024                                     |
| Director            | William Dillard, II      | Dillard Department Stores, Inc.<br>1600 Cantrell Road<br>Little Rock, AR 77201 |
| Director            | Margaret T. Monaco       | Probus Advisors<br>83 Devon Road<br>Essex Fells, NJ 07021                      |