



THE UNITED STATES
CORPORATION
COMPANY

P15738

ACCOUNT NO. : 072100000032

REFERENCE : 619349 4801730

AUTHORIZATION *Patricia Pujut*

COST LIMIT : \$ 35.00

ORDER DATE : December 2, 1997

ORDER TIME : 3:15 PM

ORDER NO. : 619349-060

CUSTOMER NO: 4801730

CUSTOMER: Tahir Nawab, Legal Asst
Robinson, Silverman, Pearce,
1290 Avenue Of The Americas
32nd Floor
New York, NY 10104

100002369971--2

RECEIVED
97 DEC 11 PM 4:18
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: BARNES & NOBLE STORES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

FILED
97 DEC 11 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 12/12

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. BARNES & NOBLE STORES, INC.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under the laws of

3. August 28, 1987

Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 09/22/1997

5. BARNES & NOBLE BOOKSELLERS, INC.

Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature

Thomas Holland

Typed or printed name

11/26/97

Date

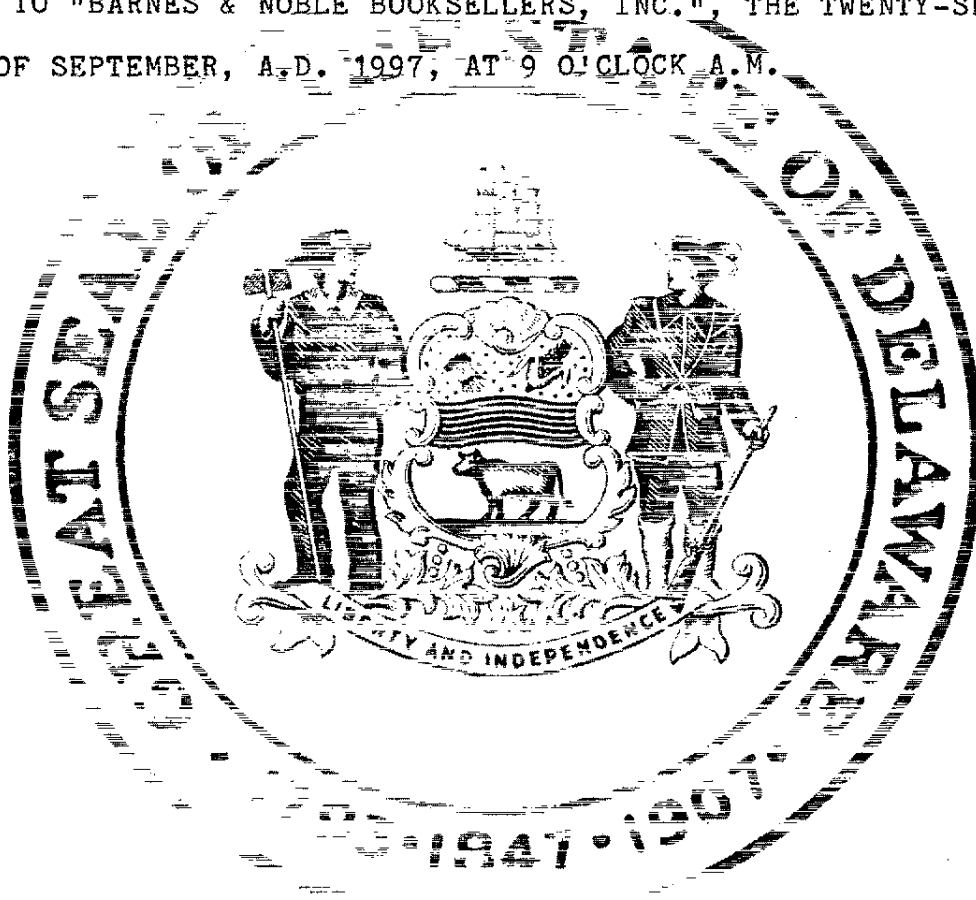
Assistant Secretary

Title

FILED
91 DEC 11 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BARNES & NOBLE STORES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BARNES & NOBLE BOOKSELLERS, INC.", THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0933928 8320

AUTHENTICATION: 8789662

971412668

DATE: 12-04-97