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828919

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TALLAHASSEE, FLORIDA

WITHDRAWAL OF FOREIGN CORPORATION

B. DALTON BOOKSELLER, INC.

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withdrawal

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FAX NO. : 8506683398

Nov. 10 2004 09:21AM P2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

B. Dalton Bookseller, Inc.
(Name of Corporation)

828919
(Document Number of Corporation (if known))

Minnesota
(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

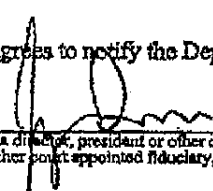
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

c/o Barnes & Noble, Inc., 122 Fifth Avenue
(Mailing Address)

New York, NY 10011
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - if in the hands of a
receiver or other court appointed fiduciary, by that fiduciary)

November 4, 2004
(Date)

Jay M. Dorman
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

FILING FEE \$35

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