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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

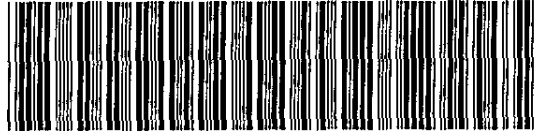
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 857891 4801730  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : February 8, 2006  
ORDER TIME : 11:36 AM  
ORDER NO. : 857891-045  
CUSTOMER NO: 4801730

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BARNES & NOBLE BOOKSELLERS,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. Barnes & Noble Booksellers, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-4030389

(FEI number, if applicable)

4. October 27, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 28, 2006

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

122 Fifth Avenue

7. New York, NY 10011

(Principal office address)

122 Fifth Avenue, New York, NY 10011

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized to do business.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Capitol Corporate Services, Inc.

Office Address: 1333 N. Duval Street

Tallahassee, Florida 32303

(City)

(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Barbara A. Kurejsek

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

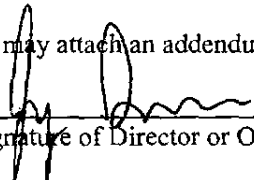
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Jay M. Dorman, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

## **OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

Barnes & Noble Booksellers, Inc.

### **List of Officers**

<b>Name:</b> Leonard Riggio <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> Chairman of the Board
<b>Name:</b> Michael N. Rosen <b>Bus. Addr.:</b> 1290 Avenue of the Americas, New York, NY 10104	<b>Title:</b> Secretary
<b>Name:</b> Maria B. Florez <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> Vice President, Treasurer
<b>Name:</b> Stephen Riggio <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> Vice Chairman and CEO
<b>Name:</b> Mitchell S. Klipper <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> Chief Operating Officer
<b>Name:</b> Joseph Lombardi <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> Chief Financial Officer
<b>Name:</b> William F. Duffy <b>Bus. Addr.:</b> 100 Middlesex Center Boulevard, Jamesburg, NJ 08831	<b>Title:</b> Executive VP
<b>Name:</b> Mark Bottini <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> VP, Director of Stores
<b>Name:</b> Vincent J. Capurso <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Title:</b> VP, Tax
<b>Name:</b> Jay M. Dorman <b>Bus. Addr.:</b> 1290 Avenue of the Americas, New York, NY 10104	<b>Title:</b> Assistant Secretary

### **List of Directors**

<b>Name:</b> Leonard Riggio <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Term:</b> Jun 07, 2006
<b>Name:</b> Stephen Riggio <b>Bus. Addr.:</b> 122 Fifth Avenue, New York, NY 10011	<b>Term:</b> Jun 07, 2006
<b>Name:</b> Michael N. Rosen <b>Bus. Addr.:</b> 1290 Avenue of the Americas, New York, NY 10104	<b>Term:</b> Jun 07, 2006
<b>Name:</b> Matthew A. Berdon <b>Bus. Addr.:</b> 19 West 44th Street, 11th Fl., New York, NY 10036	<b>Term:</b> Jun 07, 2006
<b>Name:</b> Michael Del Giudice <b>Bus. Addr.:</b> One Rockefeller Plaza, Suite 2330, New York, NY 10020	<b>Term:</b> Jun 07, 2006
<b>Name:</b> William Dillard, II <b>Bus. Addr.:</b> 1600 Cantrell Road, Little Rock, AR 72201	<b>Term:</b> Jun 07, 2006

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**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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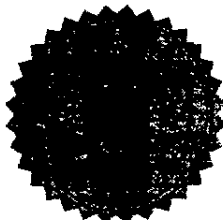
## *The First State*

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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2960011 8300

AUTHENTICATION: 4517793

060131692

DATE: 02-13-06