


# 2005 LIMITED LIABILITY COMPANY REINSTATEMENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

05 OCT 25 AM 10:45

<b>DOCUMENT # M04000004928</b>					
<b>1. Entity Name</b> B. DALTON BOOKSELLER, LLC					
<b>Principal Place of Business</b> 122 FIFTH AVENUE NEW YORK, NY 10011			<b>Mailing Address</b> 122 FIFTH AVENUE NEW YORK, NY 10011		
<b>2. Principal Place of Business</b> <i>Same as above</i>		<b>3. Mailing Address</b> <i>Same as above</i>			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	10132005 REIN-LLC CR2E101 (6/04)	
<b>4. FEI Number</b> 20-1821192				Applied For <input type="checkbox"/> Not Applicable	
<b>5. Certificate of Status Desired</b> <input type="checkbox"/>				<b>\$5.00 Additional Fee Required</b>	
<b>6. Name and Address of Current Registered Agent</b>  CAPITOL CORPORATE SERVICES, INC. 1333 NORTH DUVAL STREET TALLAHASSEE, FL 32303			<b>7. Name and Address of New Registered Agent</b> Name Street Address (P.O. Box Number is Not Acceptable) City <span style="float: right;">FL</span> Zip Code		
<b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
<b>FILE NOW!!! FEE IS \$50.00</b> <b>After January 1, 2006, Fee will be \$100.00</b>		In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.		Make check payable to <b>Florida Department of State</b>	
<b>9. MANAGING MEMBERS/MANAGERS</b>			<b>10. ADDITIONS/CHANGES</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGR BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition 200060917532 10/25/05--01036--003 **100.00	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	See List Attached	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	REINSTATEMENT 2005	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	REINSTATEMENT 2005	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	REINSTATEMENT 2005	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	REINSTATEMENT 2005	<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.</b>					
<b>SIGNATURE:</b> <i>John P. H. Barnes</i>		10/13/05		212 633 3305	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		Date		Daytime Phone #	

***B. DALTON BOOKSELLER, LLC.***

***ROSTER OF OFFICERS AND DIRECTORS***

***AS OF NOVEMBER 1, 2004***

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman and Chief Executive Officer	Stephen Riggio	122 Fifth Avenue New York, NY 10011	81 Post Kunhardt Road Bernardsville, NJ 07924
Chief Operating Officer	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
President, Barnes & Noble Publishing Group	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West, 5B New York, NY 10023
Chief Financial Officer	Joseph Lombardi	122 Fifth Avenue New York, NY 10011	7 Fairway Court Scotch Plains, NJ 07076
Executive Vice President, Distribution and Logistics	William F. Duffy	100 Middlesex Center Boulevard Jamesburg, NJ 08831	47 Crocker Mansion Drive Mahwah, NJ 07430
Senior Vice President, Corporate Communications and Public Affairs	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011	69 Fifth Avenue, 7F New York, NY 10003
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	2001 Brabant Drive Plano, TX 75025
Vice President, Director of Stores	Mark Bottini	122 Fifth Avenue New York, NY 10011	3 Colonial Drive Katonah, NY 10536
Vice President, Trade Book Buying	Antoinette M. Ercolano	122 Fifth Avenue New York, NY 10011	250 West 27th Street, Apt. 6A New York, NY 10001
Vice President, Specialty Business	Kimberly Brown	122 Fifth Avenue New York, NY 10011	34 Danner Avenue Harrison, NY 10528
Vice President, Merchandising	Patricia S. Bostelman	122 Fifth Avenue New York, NY 10011	350 Bleecker Street, Apt. 3G New York, NY 10014
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011	165 Christopher Street, 1Z New York, NY 10014

***B. DALTON BOOKSELLER, LLC.***

***ROSTER OF OFFICERS AND DIRECTORS (Continued)***

***AS OF NOVEMBER 1, 2004***

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Vice President, Inventory Management and Vendor Relations	Joseph J. Gonella	122 Fifth Avenue New York, NY 10011	32 Benford Drive Princeton Junction, NJ 08550
Vice President, Vendor Relations	Robert Knowles	1400 Old Country Road Westbury, NY 11590	94 Elwood Road Northport, NY 11768
Vice President, Product Master	Douglas A. Cheney	122 Fifth Avenue New York, NY 10011	92 Reservoir Street Shrewsbury, MA 01545
Vice President, Real Estate	Anne M. Griffey	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	106 Parkcrest Drive Southlake, TX 76092
Vice President, Human Resources	Michelle L. Smith	122 Fifth Avenue New York, NY 10011	3537 Stratford Road Wantagh, NY 11793
Vice President, Stores Human Resources	Laurie Winthrop	122 Fifth Avenue New York, NY 10011	77 West 85th Street, 3D New York, NY 10024
Vice President, Loss Prevention	Jeffrey Fulmer	122 Fifth Avenue New York, NY 10011	7 Stonegate Drive Monroe, NJ 08831
Secretary and Director	Michael N. Rosen	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	50 East 79th Street New York, NY 10021
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
Assistant Secretary	Jean Rouda	122 Fifth Avenue New York, NY 10011	40 Tennyson Street Hartsdale, NY 10530
Assistant Secretary	Alan H. Solarz	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	51 Rock Ridge Drive Rye Brook, NY 10573
Director	Matthew A. Berdon	F.B. & Co. LLP 19 West 44th Street, 11th Floor New York, NY 10036	911 Park Avenue, 4A New York, NY 10022

***B. DALTON BOOKSELLER, LLC.***

***ROSTER OF OFFICERS AND DIRECTORS (Continued)***

***AS OF NOVEMBER 1, 2004***

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020	15 West 53rd Street, 15F New York, NY 10019
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Irene R. Miller	Akim, Inc. 186 Riverside Drive, 10E New York, NY 10024	186 Riverside Drive, 10E New York, NY 10024
Director	Margaret T. Monaco	Merrill Lynch Ventures, LLC 4 World Financial Center, 23rd Floor New York, NY 10080	83 Devon Road Essex Fells, NJ 07021
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470