

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 31 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # P08916 (9)
1. Corporation Name
BARNES & NOBLE COLLEGE BOOKSTORES, INC.

Principal Place of Business
33 EAST 17TH STREET
NEW YORK NY 10003

Mailing Address
33 EAST 17TH STREET
NEW YORK NY 10003



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/03/1986	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-2536119	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH ST.
SUITE 305
NORTH MIAMI BEACH FL 33162

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RIGGIO, LEONARD	1.2 NAME	
STREET ADDRESS	105 FIFTH AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAHN, ALAN	2.2 NAME	
STREET ADDRESS	33 EAST 17TH STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	VPCF	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROVER, BARRY	3.2 NAME	
STREET ADDRESS	33 EAST 17TH STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAINES, WILLIAM	4.2 NAME	
STREET ADDRESS	120 FIFTH AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSEN, MICHAEL N.	5.2 NAME	
STREET ADDRESS	230 PARK AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	PD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERTS, MAX	6.2 NAME	
STREET ADDRESS	33 E 17TH ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	6.4 CITY-ST-ZIP	

14. 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 annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; 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, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, as an attachment with an address.

SIGNATURE:

Barry Brover

3/23/98 (212) 539-2000

CR2E034 (10/97)