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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

BARNES & NOBLE COLLEGE BOOKSTORES, INC.

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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)

908916

(Document number of corporation (if known))

1. BARNES & NOBLE COLLEGE BOOKSTORES, INC.

(Name of corporation as it appears on the records of the Department of State)

2. NEW YORK

(Incorporated under laws of)

3. MAY 3, 1986

(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? DECEMBER 11, 2003

5. BARNES & NOBLE COLLEGE 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.


N/A

(New duration)

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

N/A

(New jurisdiction)


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

MICHAEL N. ROSEN

(Typed or printed name of person signing)

DECEMBER 22, 2003

(Date)

SECRETARY

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of BARNES & NOBLE COLLEGE BOOKSELLERS, INC. was filed on 06/10/1965, under the name of LEONARD ALEXANDER & CO., INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment LEONARD ALEXANDER & CO., INC., changing its name to BARNES & NOBLE BOOKSTORES, INC., was filed 07/21/1971.

A Certificate of Amendment BARNES & NOBLE BOOKSTORES, INC., changing its name to BARNES & NOBLE COLLEGE BOOKSTORES, INC., was filed 12/20/1995.

A Certificate of Amendment BARNES & NOBLE COLLEGE BOOKSTORES, INC., changing its name to BARNES & NOBLE COLLEGE BOOKSELLERS, INC., was filed 12/11/2003.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of December
two thousand and three.

Secretary of State

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