

P15738



ACCOUNT NO. : 072100000032

REFERENCE : 316980 4801730

AUTHORIZATION :

COST LIMIT :

Patricia Pignat
\$ 35.00

ORDER DATE : July 22, 1999

ORDER TIME : 11:25 AM

ORDER NO. : 316980-035

500002941455--9

CUSTOMER NO: 4801730

CUSTOMER: Kevin A. Carey, Legal Asst
Robinson, Silverman, Pearce,
32nd Floor
1290 Avenue Of The Americas
New York, NY 10104

CHANGE OF AGENT

RECEIVED

99 JUL 26 PM 12:52

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME:

BARNES & NOBLE BOOKSELLERS,
INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 26 PM 1:24

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

C. COULLETTE JUL 26 1999

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: BARNES & NOBLE BOOKSELLERS, INC.
2. The mailing address of the corporation is: 122 FIFTH AVE.
NEW YORK, NY 10011

3. Date of incorporation/qualification: August 28, 1987 Document number: P15738

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Jay Borman
(Signature of an officer, chairman or vice chairman of the board)

Jay Borman, Esq., Assistant Secretary

(Printed or typed name and title)

7/12/99
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Corporation Service Company

By: Lamont W. Jones
(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Lamont W. Jones
(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***