

05-11-2000

4.19.00



To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):
 Barnes & Noble Bookstores, Inc.
 105 5th Avenue
 New York, NY 10003

[] Individual(s) [] Association
 [] General Partnership [] Limited Partnership
 [x] Corporation: New York
 [] Other:

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:
 [] Assignment [] Merger
 [] Security Agreement [x] Change of Name
 [] Other:

Execution Date: November 3, 1995

101353223

Name: Barnes & Noble College Bookstores, Inc.
 Street Address: 33 East 17th Street
 Attn:
 City: New York State: New York Zip Code: 10003

[] Individual(s) citizenship: _____
 [] Association _____
 [] General Partnership _____
 [] Limited Partnership _____
 [x] Corporation: New York
 [x] Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional numbers attached? [] Yes [x] No

B. Trademark Registration No.(s)
 1,140,110; 1,138,702; 1,138,703; 1,138,704;
 1,213,581; 2,048,746

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Todd Braverman, Esq.
 Internal Address: Robinson, Silverman, Pearce, Aronsohn & Berman, LLP
 Street Address: 1290 Avenue of the Americas
 City: New York State: New York Zip: 10104

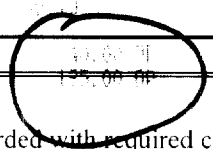
6. Total number of applications and registrations involved: [6]
 7. Total fee (37 CFR 3.41): \$165.00
 [x] Enclosed
 [] Authorized to be charged to deposit account
 8. Deposit account number
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Todd Braverman, Esq. Todd Braverman 4/19/00
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: [1]



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Mail documents to be recorded with required cover sheet information to:
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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BARNES & NOBLE BOOKSTORES, INC.

11/22/95

FILED

DEC 20 1995

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 20 1995
TAX \$ _____
BY: *[Signature]*

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ROBINSON SILVERMAN PEARCE ARONSOHN & BERMAN LLP
1290 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10104

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BILLED

#2

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

BARNES & NOBLE BOOKSTORES, INC.

(Under Section 805 of the Business Corporation Law)

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Barnes & Noble Bookstores, Inc. (hereinafter called the "Corporation"). The name under which the Corporation was formed is Leonard Alexander & Co., Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on June 10, 1965.

3. The Certificate of Incorporation is hereby amended to change the name of the Corporation.

4. To accomplish the foregoing amendment, Section (1) of the Certificate of Incorporation is hereby amended to read as follows:

(1) The name of the corporation is Barnes & Noble College Bookstores, Inc. (hereinafter called the "Corporation").

5. The foregoing amendment of the Certificate of Incorporation was authorized by the consent in writing of all the members of the Board of Directors of the Corporation, followed by the consent in writing of the sole shareholder of the Corporation entitled to vote thereon.

003802-00001/229500.1

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