

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BARNES & NOBLE, INC.**

BARNES & NOBLE, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of this corporation is Barnes & Noble, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed under the name BDB Acquisition Corp. in the office of the Secretary of State of Delaware on November 19, 1986, a Restated Certificate of Incorporation was filed in said office on October 29, 1987, a Certificate of Designation of Series B Preferred Stock was filed with said office on October 30, 1987, a Certificate of Amendment to the Restated Certificate of Incorporation was filed in said office on February 28, 1989, a further Certificate of Amendment of the Restated Certificate of Incorporation was filed in said office on July 6, 1990 and a further Certificate of Amendment of the Restated Certificate of Incorporation was filed in said office on September 20, 1991. The Certificate of Incorporation of the Corporation as previously amended and restated is hereinafter referred to as the "Certificate of Incorporation."

2. This Amended and Restated Certificate of Incorporation restates and further amends the Certificate of Incorporation of the Corporation by, among other things, changing the par value per share of Common Stock and Preferred Stock, increasing the number of shares designated as Common Stock which the Corporation has authority to issue, eliminating the designations of Class A Common Stock and Class B Common Stock and converting all outstanding shares of Class A Common Stock and Class B Common Stock to shares of Common Stock, and increasing the number of shares designated as Preferred Stock which the Corporation has authority to issue.

3. The Amended and Restated Certificate of Incorporation of the Corporation shall read in its entirety as follows:

"FIRST: The name of the corporation is Barnes & Noble, Inc. (the "Corporation").

SECOND: The registered office of the Corporation is to be located at 32 Lockerman Square, Suite L-100, City of Dover, County of Kent, State of Delaware. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: (a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 40,000,000 shares with a par value of \$.001 per share which are to be of a class designated "Common Stock" and (ii) 5,000,000 shares with a par value of \$.001 per share which are to be of a class designated "Preferred Stock".

(b) The Board of Directors is hereby expressly granted authority to authorize from time to time in accordance with law the issue of one or more series of Preferred Stock and with respect to any such series to fix by resolution or resolutions the numbers, powers, designations, preferences and relative, participating, optional or other special rights of such series and the qualifications, limitations or restrictions thereof, including but without limiting the generality of the foregoing, the following:

(i) entitling the holders thereof to cumulative, non-cumulative or partially cumulative dividends, or to no dividends;

(ii) entitling the holders thereof to receive dividends payable on a parity with, junior to, or in preference to, the dividends payable on any other class or series of capital stock of the Corporation;

(iii) entitling the holders thereof to rights upon the voluntary or involuntary liquidation, dissolution or winding up of, or upon any other distribution of the assets of, the Corporation, on a parity with, junior to or in preference to, the rights of any other class or series of capital stock of the Corporation;

(iv) providing for the conversion, at the option of the holder or of the Corporation or both, of the shares of Preferred Stock into shares of any other class or classes of capital stock of the Corporation or of any series of the same or any other class or classes or into property of the Corporation or into the securities or properties of any other corporation or person, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine, or providing for no conversion;

(v) providing for the redemption, in whole or in part, of the shares of Preferred Stock at the option of the Corporation or the holder thereof, in cash, bonds or other property, at such price or prices (which amount may vary under different conditions and at different redemption dates), within such period or periods, and under such

conditions as the Board of Directors shall so provide, including provisions for the creation of a sinking fund for the redemption thereof, or providing for no redemption;

(vi) lacking voting rights or having limited voting rights or enjoying general, special or multiple voting rights; and

(vii) specifying the number of shares constituting that series and the distinctive designation of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the Common Stock with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed in accordance with the respective priorities and preferential amounts (including unpaid cumulative dividends, if any, and interest thereon, if any) payable with respect thereto, and among the shares of any series of Preferred Stock, ratably among the shares of such series.

All shares of any one series of Preferred Stock shall be identical in all respects with the other shares of such series, except that shares of any one series of Preferred Stock issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

The Board of Directors may change the powers, designation, preferences, rights, qualifications, limitations and restrictions of, and number of shares in, any series of Preferred Stock as to which no shares are issued and outstanding.

(c) Seventy thousand (70,000) shares of the Preferred Stock have been designated Series A Preferred Stock. The designations, preferences and relative, participating, optional or other special rights of the Series A Preferred Stock and the qualifications, limitations or restrictions thereof, are as follows:

1. Designation.

The designation of said series shall be Series A Preferred Stock ("Series A Preferred").

2. Dividends.

The holders of Series A Preferred shall be entitled to receive, as and when declared by the Board of Directors and out of assets of the Corporation which are by law available for payment of dividends, cumulative preferential cash dividends, at, but not exceeding, the rate of \$60 per share per annum, payable quarterly on February 15, May 15, August 15 and November 15 in each year, commencing on February 15, 1987, to holders of record of Series A Preferred on the fifteenth business day immediately preceding such respective dividend payment dates, accruing from the date on which respective shares of Series A Preferred shall be issued, except that if any such share is issued on a date not constituting a regular dividend payment date, the first dividend payable in respect of such share on the next regular dividend payment date shall be calculated on the actual number of days elapsed over a 360-day year.

So long as any Series A Preferred shall remain outstanding, no dividend or distribution whatsoever shall be declared or paid upon or set apart for any class of stock or series thereof ranking junior to Series A Preferred in the payment of dividends (other than a dividend payable in stock ranking junior to the Series A Preferred as aforesaid) nor shall any shares of any class of stock or series thereof ranking junior to or on a parity with Series A Preferred in payment of dividends be redeemed or purchased by the Corporation or any subsidiary thereof nor shall any moneys be paid to or made available for a sinking fund for redemption or purchase of any shares of any class of stock or series thereof ranking junior to or on a parity with Series A Preferred in payment of dividends, unless in each instance full dividends on all outstanding shares of Series A Preferred for all past dividend periods shall have been paid at the rate fixed therefor and the dividends on all outstanding shares of Series A Preferred for the then current quarterly dividend period shall have been paid or declared and sufficient funds set apart for payment thereof. Accumulations of dividends on any shares of Series A Preferred shall not bear interest.

No dividend or distribution shall be paid upon or declared or set apart for any share of Series A Preferred for any dividend period unless at the same time a like proportionate dividend for the same dividend period shall be paid upon or

declared or set apart for all shares of Series A Preferred then outstanding and entitled to receive such dividend.

3. Liquidation.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of Series A Preferred then outstanding shall be entitled to receive, out of the net assets of the Corporation, \$1,000 per share plus an amount equal to all dividends accrued and unpaid on each share of Series A Preferred to the date fixed for distribution, and no more, before any distribution or payment of assets shall be made to the holders of Common Stock or any other class or series of stock of the Corporation ranking junior to Series A Preferred with respect to the distribution of assets; provided, however, that no distribution as aforesaid shall be made to the holders of Series A Preferred unless at the same time a like proportionate distribution shall be made ratably in proportion to the respective amounts payable upon liquidation, dissolution or winding up of the affairs of the Corporation, to the holders of all shares of any other class of stock or series thereof, if any, then outstanding and ranking as to distribution of assets on a parity with Series A Preferred.

No payment on account of such liquidation, dissolution or winding up of the affairs of the Corporation shall be made to the holders of any other class or series of stock ranking on a parity with Series A Preferred with respect to preferential distribution of assets unless a payment on account of such liquidation, dissolution or winding up shall be made at the same time to the holders of Series A Preferred in proportion to the full distributive amounts to which they and the holders of such parity stock are respectively entitled.

Nothing herein contained shall be deemed to prevent redemption of Series A Preferred by the Corporation in the manner provided in paragraph 5 below of this subparagraph (c) of Article FOURTH.

Written notice of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, stating the

payment date and the place where the distributable amounts shall be payable shall be given by mail, postage prepaid, but not less than 20 days prior to the payment date stated therein, to the holders of record of Series A Preferred at their respective addresses as the same shall appear on the books of the Corporation.

4. Voting Rights.

(a) Except for the voting rights expressly conferred by this paragraph 4 and except as otherwise provided by law, the holders of shares of Series A Preferred shall not be entitled to vote on any matters to be voted on by stockholders of the Corporation or to receive notice of, or to participate in, any meeting of stockholders of the Corporation at which such holders of Series A Preferred are not entitled to vote.

(b) So long as any shares of Series A Preferred are outstanding, the Corporation shall not in any manner, whether by amendment to the Corporation's Amended and Restated Certificate of Incorporation or By-Laws of the Corporation, by merger (whether or not the Corporation is a surviving corporation in such merger), by consolidation, or otherwise, without the written consent or the affirmative vote at a meeting called for that purpose of the holders of at least 75% of the shares of Series A Preferred then outstanding, voting separately as a class, (a) amend, alter or repeal any of the provisions of the Corporation's Amended and Restated Certificate of Incorporation or By-Laws of the Corporation, so as to affect adversely the powers, preferences or special rights of the Series A Preferred; (b) authorize or increase the authorized amount of, or authorize any obligation or security convertible into or evidencing the right to purchase shares of, any additional class or series of stock ranking prior to or on parity with the Series A Preferred in the payment of dividends or the preferential distribution of assets; or (c) increase the number of shares of Common Stock or Preferred Stock authorized by the Corporation's Amended and Restated Certificate of Incorporation; provided, however, that, except as otherwise required by law, no such consent or vote shall be required for any merger or consolidation:

(i) in which (x) the Corporation is the surviving corporation; (y) no change is made which would adversely affect the powers, preferences or special rights of the Series A Preferred; and (z) no additional class or series of stock is authorized or the authorized amount thereof increased, and no obligation or security convertible into or evidencing the right to purchase shares of any additional class or series of stock is authorized, if no such consent or vote would have been required by this subparagraph (b) for any such authorization, or increase in authorized amount, immediately prior to such merger or consolidation; or

(ii) in which (x) the Corporation is a party but is not the surviving corporation; (y) the surviving corporation shall, in connection with and at the same time as such merger or consolidation, issue in exchange for each share of Series A Preferred then outstanding a share of preferred stock of the surviving corporation with substantially the same powers, preferences and special rights as the Series A Preferred; and (z) immediately after such merger or consolidation only classes or series of stock of the surviving corporation and obligations or securities convertible into or evidencing the right to purchase shares of a class or series of stock of the surviving corporation shall be authorized or outstanding, for which no such consent or vote would have been required if such classes or series of stock and obligations or securities had been authorized by the Corporation immediately prior to such merger or consolidation, or which have, or are convertible into or evidence the right to purchase shares of a class or series of stock of the surviving corporation which have, substantially the same powers, preferences and special rights and authorized amount as a class or series of stock of the Corporation which was authorized (with such consent or vote) prior to such merger or consolidation and is continuing as an authorized class or series of stock at the time thereof.

5. Optional Redemption.

The Corporation at its option may, at any time or from time to time, redeem, out of funds legally available therefor, the whole or any part of the then outstanding Series A Preferred at a

redemption price of \$1,000 per share plus accrued and unpaid dividends thereon to the date fixed for redemption.

At or prior to the time of each redemption pursuant to this paragraph 5, the Corporation shall pay or make provision for payment of all accrued and unpaid dividends on all shares of Series A Preferred.

In the event the Corporation shall determine to redeem less than the entire issue of Series A Preferred then outstanding, (i) the shares to be redeemed shall be selected pro rata (as nearly as may be) so that the number of shares redeemed from each holder shall be the same proportion of all the shares to be redeemed that the total number of shares then held by such holder bears to the total number of shares then outstanding or (ii) if the number of holders of Series A Preferred exceeds 250, and the Board of Directors so determines, the shares shall be selected by lot.

Notice of every such redemption shall be mailed, first-class postage prepaid, not less than 30 nor more than 45 days prior to the date fixed for redemption (the "Redemption Date"), to each holder of record of shares to be redeemed, at his address as it appears on the books of the Corporation. Each such notice shall state the Redemption Date; the number of shares of Series A Preferred to be redeemed, and, if less than all shares of Series A Preferred held by such holder are to be redeemed, the number of such shares to be redeemed from him; the redemption price applicable to the shares to be redeemed; the place or places where such shares are to be surrendered; and that dividends on shares to be redeemed will cease to accrue on the Redemption Date.

Notice having been mailed, from and after the Redemption Date (unless the Corporation fails to provide money for the payment of the redemption price) dividends on shares called for redemption shall cease to accrue, said shares shall no longer be deemed to be outstanding, all rights of holders thereof as stockholders of the Corporation (except the right to receive the redemption price thereof, but without interest) shall terminate, and, upon surrender, in accordance with said notice, of the certificates for any such shares (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require), such shares shall be redeemed by the Corporation, at the applicable redemption price; provided,

however, that the Corporation may include in such notice a statement that the money required for the payment of the redemption price, plus accrued and unpaid dividends thereon, if any, will be deposited on a specified date, prior to the Redemption Date, with a specified bank or trust company (which shall have an office in The City of New York and which shall have a combined capital and surplus of not less than \$50,000,000) in trust for the benefit of holders of shares called for redemption, and, notice having been given, from and after such deposit, shares called for redemption shall no longer be deemed to be outstanding, all rights with respect to such shares of Series A Preferred shall forthwith upon such deposit cease and terminate and holders of such shares shall look for the payment of the redemption price only to funds so deposited and in no event to the Corporation unless said funds shall be repaid to the Corporation as hereinafter provided. Holders of such shares shall not be entitled to any interest allowed by such depository on money so deposited but any such interest shall be paid to the Corporation. Any moneys deposited as aforesaid for redemption of any shares and remaining unclaimed for four years after the date of such deposit shall then be repaid to the Corporation upon its request, and the holders of such shares shall thereafter look only to the Corporation for the redemption price thereof and for payment of any dividends due which shall be in arrears, but without interest.

Any provision of this paragraph 5 to the contrary notwithstanding, until all such arrearages shall have been cured, the Corporation shall not redeem any shares of Series A Preferred unless all outstanding shares of Series A Preferred are simultaneously redeemed and shall not purchase or otherwise acquire any shares of Series A Preferred except in accordance with a purchase offer made by the Corporation on the same terms to all holders of record of Series A Preferred.

Any shares of Series A Preferred redeemed or otherwise purchased or acquired by the Corporation shall be retired, shall no longer be deemed outstanding and shall not be reissued.

(d) Fourteen thousand five hundred (14,500) shares of the Preferred Stock have been designated Series B Preferred Stock. The designations, preferences and relative, participating, optional or other special rights of the

Series B Preferred Stock and the qualifications, limitations or restrictions thereof, are as follows:

1. Designation.

The designation of said series shall be Series B Preferred Stock ("Series B Preferred").

2. Dividends.

The holders of Series B Preferred shall be entitled to receive in respect of each share thereof, as and when declared by the Board of Directors and out of assets of the Corporation which are by law available for payment of dividends, cumulative preferential cash dividends, at, but not exceeding, \$1,000 times the rate per annum equal to 105.26 percent of (a) the rate announced by Citibank, N.A. in New York, New York as its base or prime rate in effect from time to time during each semi-annual dividend period, plus (b) one percent; provided, however, that the sum of clauses (a) and (b) shall in no event be less than six percent per annum. Dividends shall be computed on the basis of a 360-day year of twelve 30-day months. Dividends shall be payable semi-annually on June 30 and December 31 in each year, commencing on December 31, 1987, to holders of record of Series B Preferred on the fifteenth day immediately preceding such respective dividend payment dates, accruing from the date of issuance of the Series B Preferred, except that if any such share is issued on a date not constituting a regular dividend payment date, the first dividend payable in respect of such share on the next regular dividend payment date shall be calculated on the actual number of days elapsed over a 360-day year of twelve 30-day months. Accumulations of accrued unpaid dividends on any shares of Series B Preferred shall bear interest at a rate per annum equal to (a) the rate announced by Citibank, N.A. in New York, New York as its base or prime rate in effect from time to time during each semi-annual dividend period, plus (b) one percent; provided, however, that if any such interest payment shall be subject to any United States withholding tax, the amount of such interest payment shall be increased to the extent necessary to cause the recipient to receive the full amount of such interest payment after giving effect to all such withholding taxes.

So long as any Series B Preferred shall remain outstanding, no dividend or distribution whatsoever shall be declared or paid upon or set apart for Series A Preferred, Common Stock, or any other class of stock or series thereof ranking junior to Series B Preferred in the payment of dividends (other than a dividend payable in stock ranking junior to Series B Preferred

as aforesaid), nor shall any shares of any class of stock or series thereof ranking junior to or on a parity with Series B Preferred in payment of dividends be redeemed or purchased by the Corporation or any subsidiary thereof nor shall any moneys be paid to or made available for a sinking fund for redemption or purchase of any shares of any other class of stock or series thereof ranking junior to or on a parity with Series B Preferred in payment of dividends, unless in each instance full dividends on all outstanding shares of Series B Preferred for all past dividend periods shall have been paid at the rate fixed therefor and the dividends on all outstanding shares of Series B Preferred for the then current dividend period shall have been paid or declared and sufficient funds set apart for payment thereof.

No dividend or distribution shall be paid upon or declared or set apart for any share of Series B Preferred for any dividend period unless at the same time a like proportionate dividend for the same dividend period shall be paid upon or declared or set apart for all shares of Series B Preferred then outstanding and entitled to receive such dividend.

J. Liquidation.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of Series B Preferred then outstanding shall be entitled to receive, out of the net assets of the Corporation, \$1,100 per share plus an amount equal to all dividends accrued and unpaid on each share of Series B Preferred and all accrued and unpaid interest in respect of such dividends, in each case to the date fixed for distribution, and no more, before any distribution or payment of assets shall be made to the holders of Common Stock, Series A Preferred or any other class or series of stock of the Corporation ranking junior to Series B Preferred with respect to the distribution of assets; provided, however, that no distribution as aforesaid shall be made to the holders of Series B Preferred unless at the same time a like proportionate distribution shall be made ratably in proportion to the respective amounts payable upon liquidation, dissolution or winding up of the affairs of the Corporation, to the holders of all shares of any other class of stock or series thereof, if any, then outstanding and ranking as to distribution of assets on a parity with Series B Preferred.

No payment on account of such liquidation, dissolution or winding up of the affairs of the

Corporation shall be made to the holders of any other class or series of stock ranking on a parity with Series B Preferred with respect to preferential distribution of assets unless a payment on account of such liquidation, dissolution or winding up shall be made at the same time to the holders of Series B Preferred in proportion to the full distributive amounts to which they and the holders of such parity stock are respectively entitled.

Nothing herein contained shall be deemed to prevent redemption of Series B Preferred by the Corporation in the manner provided in paragraph 5 below of this subparagraph (d) of Article FOURTH.

Written notice of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, stating the payment date and the place where the distributable amounts shall be payable shall be given by mail, postage prepaid, but not less than 20 days prior to the payment date stated therein, to the holders of record of Series B Preferred at their respective addresses as the same shall appear on the books of the Corporation.

4. Voting Rights.

(a) Except for the voting rights expressly conferred by this paragraph 4 and except as otherwise provided by law, the holders of shares of Series B Preferred shall not be entitled to vote on any matters to be voted on by stockholders of the Corporation or to receive notice of, or to participate in, any meeting of stockholders of the Corporation at which such holders of Series B Preferred are not entitled to vote.

(b) So long as any shares of Series B Preferred are outstanding, the Corporation shall not in any manner, whether by amendment to the Corporation's Amended and Restated Certificate of Incorporation or By-Laws of the Corporation, by merger (whether or not the Corporation is a surviving corporation in such merger), by consolidation, or otherwise, without the written consent or the affirmative vote at a meeting called for that purpose of the holders of at least 75% of the votes of the shares of Series B Preferred then outstanding, voting separately as a class, (a) amend, alter or repeal any of the provisions of the Corporation's Amended and Restated Certificate of Incorporation or By-Laws of the Corporation, so as to affect adversely the powers, preferences or special rights of the Series B Preferred; (b) authorize or increase the authorized amount of, or authorize any obligation

or security convertible into or evidencing the right to purchase shares of, any additional class or series of stock ranking prior to or on a parity with the Series B Preferred in the payment of dividends or the preferential distribution of assets; or (c) increase the number of shares of Common Stock or Preferred Stock authorized by the Corporation's Amended and Restated Certificate of Incorporation; provided, however, that, except as otherwise required by law, no such consent or vote shall be required for any merger or consolidation:

(i) in which (x) the Corporation is the surviving corporation; (y) no change is made which would adversely affect the powers, preferences or special rights of the Series B Preferred; and (z) no additional class or series of stock is authorized or the authorized amount thereof increased, and no obligation or security convertible into or evidencing the right to purchase shares of any additional class or series of stock is authorized, if no such consent or vote would have been required by this subparagraph (b) for any such authorization, or increase in authorized amount, immediately prior to such merger or consolidation; or

(ii) in which (x) the Corporation is a party but is not the surviving corporation; (y) the surviving corporation shall, in connection with and at the same time as such merger or consolidation, issue in exchange for each share of Series B Preferred then outstanding a share of preferred stock of the surviving corporation with substantially the same powers, preferences and special rights as the Series B Preferred; and (z) immediately after such merger or consolidation only classes or series of stock of the surviving corporation and obligations or securities convertible into or evidencing the right to purchase shares of a class or series of stock of the surviving corporation shall be authorized or outstanding, for which no such consent or vote would have been required if such classes or series of stock and obligations or securities had been authorized by the Corporation immediately prior to such merger or consolidation, or which have, or are convertible into or evidence the right to purchase shares of a class or series of stock of the surviving corporation which have,

substantially the same powers, preferences and special rights and authorized amount as a class or series of stock of the Corporation which was authorized (with such consent or vote) prior to such merger or consolidation and is continuing as an authorized class or series of stock at the time thereof.

5. Optional Redemption.

The Corporation at its option may, at any time or from time to time, redeem, out of funds legally available therefor, the whole or any part of the then outstanding Series B Preferred at a redemption price of \$1,100 per share plus accrued and unpaid dividends thereon and all accrued and unpaid interest in respect of such dividends, in each case to the date fixed for redemption.

At or prior to the time of each redemption pursuant to this paragraph 5, the Corporation shall pay or make provision for payment of all accrued and unpaid dividends on all shares of Series B Preferred and of all accrued and unpaid interest in respect thereof.

In the event the Corporation shall determine to redeem less than the entire issue of Series B Preferred then outstanding, (i) the shares to be redeemed shall be selected pro rata (as nearly as may be) so that the number of shares redeemed from each holder shall be the same proportion of all the shares to be redeemed that the total number of shares then held by such holder bears to the total number of shares then outstanding or (ii) if the number of holders of Series B Preferred exceeds 250, and the Board of Directors so determines, the shares shall be selected by lot.

Notice of every such redemption shall be mailed, first-class postage prepaid, not less than 30 nor more than 45 days prior to the Redemption Date, to each holder of record of shares to be redeemed, at his address as it appears on the books of the Corporation. Each such notice shall state the Redemption Date; the number of shares of Series B Preferred to be redeemed, and, if less than all shares of Series B Preferred held by such holder are to be redeemed, the number of such shares to be redeemed from him; the redemption price applicable to the shares to be redeemed; the place or places where such shares are to be surrendered; and that dividends on shares to be redeemed will cease to accrue on the Redemption Date.

Notice having been mailed, from and after the Redemption Date (unless the Corporation fails to provide money for the payment of the redemption price)

dividends on shares called for redemption shall cease to accrue, said shares shall no longer be deemed to be outstanding, all rights of holders thereof as stockholders of the Corporation (except the right to receive the redemption price thereof, but without interest) shall terminate, and, upon surrender, in accordance with said notice, of the certificates for any such shares (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require), such shares shall be redeemed by the Corporation, at the applicable redemption price; provided, however, that the Corporation may include in such notice a statement that the money required for the payment of the redemption price, plus accrued and unpaid dividends thereon, if any, will be deposited on a specified date, prior to the Redemption Date, with a specified bank or trust company (which shall have an office in The City of New York and which shall have a combined capital and surplus of not less than \$50,000,000) in trust for the benefit of holders of shares called for redemption, and notice having been given, from and after such deposit, shares called for redemption shall no longer be deemed to be outstanding, all rights with respect to such shares of Series B Preferred shall forthwith upon such deposit cease and terminate and holders of such shares shall look for the payment of the redemption price only to funds so deposited and in no event to the Corporation unless said funds shall be repaid to the Corporation as hereinafter provided. Holders of such shares shall not be entitled to any interest allowed by such depository on money so deposited but any such interest shall be paid to the Corporation. Any moneys deposited as aforesaid for redemption of any shares and remaining unclaimed for four years after the date of such deposit shall then be repaid to the Corporation upon its request, and the holders of such shares shall thereafter look only to the Corporation for the redemption price thereof and for payment of any dividends due which shall be in arrears, but without interest.

Any provision of this paragraph 5 to the contrary notwithstanding, in the event that any semi-annual dividend due on the Series B Preferred shall be in arrears, and until all such arrearages shall have been cured, the Corporation shall not redeem any shares of Series B Preferred unless all outstanding shares of Series B Preferred are simultaneously redeemed and shall not purchase or otherwise acquire any shares of Series B Preferred except in accordance with a purchase offer made by the Corporation on the same terms to all holders of record of Series B Preferred.

Any shares of Series B Preferred redeemed or otherwise purchased or acquired by the Corporation shall be retired, shall no longer be deemed outstanding and shall not be reissued.

(e) Except as otherwise required by law, or as otherwise provided in paragraphs (c) and (d) of this Article FOURTH above, the holders of the Class A Common Stock shall exclusively possess all voting power and each share of Class A Common Stock shall have one (1) vote.

FIFTH: The duration of this Corporation is to be perpetual.

SIXTH: (a) The directors, other than those who may be elected by the holders of Common Stock or Preferred Stock pursuant to resolutions of the Board of Directors, adopted pursuant to the provisions of this Amended and Restated Certificate of Incorporation, establishing any series of Preferred Stock and granting to holders of shares of such series of Preferred Stock rights to elect additional directors under specified circumstances, shall be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible, one class initially to be elected for a term expiring at the annual meeting of stockholders to be held in 1993, another class initially to be elected for a term expiring at the annual meeting of stockholders to be held in 1994 and another class initially to be elected for a term expiring at the annual meeting of stockholders to be held in 1995, with the members of each class to hold office until their successors have been elected and qualified. At each annual meeting of stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. No director need be a stockholder.

(b) Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, any provision of this Article SIXTH.

SEVENTH: Except as required by law and subject to the rights of the holders of any series of Preferred Stock established pursuant to the provisions of this Amended and Restated Certificate of Incorporation, special meetings of stockholders may be called only by the Board of Directors

pursuant to a resolution approved by a majority of the entire Board of Directors of the Corporation (as determined in accordance with the By-laws) or by the Chairman of the Board. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, any provision of this Article SEVENTH.

EIGHTH: Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

NINTH: The Board of Directors may from time to time make, amend, supplement or repeal the By-laws; provided, however, that the stockholders may change or repeal any By-law adopted by the Board of Directors. Notwithstanding the foregoing and anything contained in this Amended and Restated Certificate of Incorporation to the contrary, Section 3 ("Special Meetings") or Section 7 ("Order of Business") of Article II ("Meetings of Shareholders") of the By-laws, Section 2 ("Terms and Vacancies"), Section 3 ("Nominations of Directors; Election") or Section 8 ("Quorum and Manner of Acting") of Article III ("Directors") of the By-laws, Article X ("Indemnification of Directors and Officers") of the By-laws, or the final sentence of Article XI ("Amendments") of the By-laws shall not be amended or repealed, and no provision inconsistent with any thereof shall be adopted, without the affirmative vote of the holders of at least 80% of the voting power of the Voting Stock, voting together as a single class. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, any provision of this Article NINTH.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General

Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

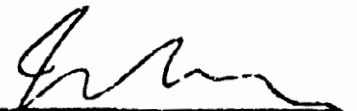
TWELFTH: The Corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law."

4. This Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation and consented to in writing and authorized by the holders of all of the issued and outstanding stock entitled to vote thereon.

5. The amendment and restatement of the Certificate of Incorporation herein certified was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Barnes & Noble, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed and attested as of the 12th day of November, 1992.

BARNES & NOBLE, INC.

By: 
Name: Irene R. Miller
Title: Executive Vice
President -
Corporate Finance

Attest:

By: 
Name: Michael N. Rosen
Title: Secretary