F03000000524

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ________ Certificates of Status ________

Special Instructions to Filing Officer:

Office Use Only

900009661449

FILED
03 FEB -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F03-524

RECEIVED
03 FEB -3 AM 11:59
STATE
RATIONS
FLORIDA

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 914363 ~~4332209~~

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : January 30, 2003

ORDER TIME : 10:29 AM

ORDER NO. : 914363-025

CUSTOMER NO: 4332209

CUSTOMER: Ms. Susan M. Anderson
The Thomson Corporation
One Station Place

Stamford, CT 06902

FILED
03 FEB -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: THOMSON MEDIA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX______ PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: ____________________

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Thomson Media Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 82-0573550
(FEI number, if applicable)

4. November 14, 2002
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 02, 2003
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One State Street, 27th Floor
New York, NY 10004
(Principal office address)

(Current mailing address)

FILED
03 FEB -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Provide information to professionals in the financial services and technologies markets.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company
By: [signature]
(Registered agent's signature)
Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

B. OFFICERS

President: See attached officers/directors rider

Address: ______________________

Vice President: ______________________

Address: ______________________

Secretary: ______________________

Address: ______________________

Treasurer: ______________________

Address: ______________________

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward A. Friedland
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward A. Friedland, Vice President
(Typed or printed name and capacity of person signing application)

FILED
03 FEB -3 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMSON MEDIA INC.
OFFICERS & DIRECTORS RIDER

DIRECTORS

Edward A. Friedland — **Director**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

David J. Hulland — **Director**
Primary Address: The Thomson Corporation
One Station Place, 6th Floor
Stamford, CT 06902 USA

Ronald Schlosser — **Director**
Primary Address: Thomson Learning Inc.
290 Harbor Drive
2nd Floor
Stamford, CT 06902 USA

Deirdre Stanley — **Director**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

FILED
03 FEB -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS

Robert Cullen — **President & CEO**
Primary Address: Thomson Learning Inc.
290 Harbor Drive
Stamford, CT 06902 USA

William Johnston — **Chief Financial Officer**
Primary Address: Thomson Media Inc.
11 Penn Plaza
17th Floor
New York, NY 10001 USA

Deirdre Stanley — **Vice President & Secretary**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Kenneth A. Carson — **Vice President & Assistant Secretary**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Sari Dweck — **Vice President & Assistant Secretary**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Dawn L. Ehlers — **Vice President & Assistant Secretary**
Primary Address: The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

THOMSON MEDIA INC.

Edward A. Friedland — **Vice President & Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

David J. Hulland — **Vice President**
Primary Address:
The Thomson Corporation
One Station Place, 6th Floor
Stamford, CT 06902 USA

Leslie Ilaw — **Vice President**
Primary Address:
The Thomson Corporation
One Station Place, 6th Floor
Stamford, CT 06902 USA

Steven A. Moll — **Vice President & Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Ed Napolitano — **Vice President**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Darren B. Pocsik — **Vice President & Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06850 USA

James W. Schroeder — **Vice President**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Linda J. Walker — **Treasurer**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Donna DiMitri — **Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Alison Palmer — **Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

Helen V. Stamatiadis — **Assistant Secretary**
Primary Address:
The Thomson Corporation
One Station Place
Stamford, CT 06902 USA

FILED
03 FEB -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THOMSON MEDIA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THOMSON MEDIA INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3591057 8300

030065833

AUTHENTICATION: 2235806

DATE: 01-31-03