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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Advisory Commission on Textbook Specifications, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Bruce W. Smith
(Name of Person)

Book Manufacturers' Institute, Inc.
(Firm/Company)

33 Eastlake Drive
(Address)

Palm Coast, FL 32137
(City/State and Zip Code)

For further information concerning this matter, please call:

Bruce W. Smith at (773) 415-0547
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

REGISTRY OF SECRETARIES
 TALLAHASSEE, FLORIDA
 JUN 19 9 31 AM '01
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Advisory Commission on Textbook Specifications, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. District of Columbia 3. 22-3871616
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 21, 2002 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 2004
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 33 Eastlake Drive, Palm Coast, FL 32137
(Principal office address)
33 Eastlake Drive, Palm Coast, FL 32137
(Current mailing address)
8. Non-profit trade association
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

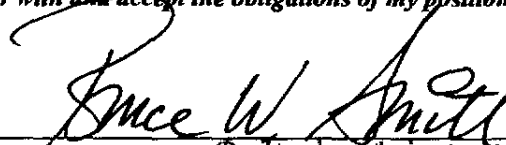
Name: Bruce W. Smith

Office Address: 33 Eastlake Drive

Palm Coast, Florida 32137
(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.


(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: Larry S. Gregory

Address: Tennessee Department of Education, 701 James Robertson Parkway, Andrew Johnson Tower,
Fifth Floor, Nashville, TN 37243

Vice Chairman: Stephen D. Driesler

Address: Association of American Publishers, 50 F Street, N.W., Suite 400
Washington, D.C. 20001

Director: Bruce W. Smith

Address: Book Manufacturers' Institute, Inc., 33 Eastlake Drive
Palm Coast, FL 32137

Director: _____

Address: _____

B. OFFICERS

President: Larry S. Gregory

Address: Tennessee Department of Education, 701 James Robertson Parkway, Andrew Johnson Tower,
Fifth Floor, Nashville TN 37243

Vice President: Stephen D. Driesler

Address: Association of American Publishers, 50 F Street, N.W., Suite 400
Washington, D.C. 20001

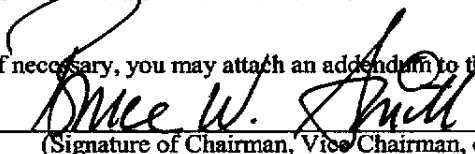
Secretary: Bruce W. Smith

Address: Book Manufactueres' Institute, Inc., 33 Eastlake Drive, Palm Coast, FL 32137

Treasurer: Bruce W. Smith

Address: Book Manufacturers' Institute, Inc., 33 Eastlake Drive, Palm Coast, FL 32137

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

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

14. Bruce W. Smith, Secretary-Treasurer
(Typed or printed name and capacity of person signing application)

OFFICE OF STATE
TALLAHASSEE, FLORIDA
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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 21st day of **August**, 2002 *Articles of Incorporation of:*

ADVISORY COMMISSION ON TEXTBOOK SPECIFICATIONS, INC.

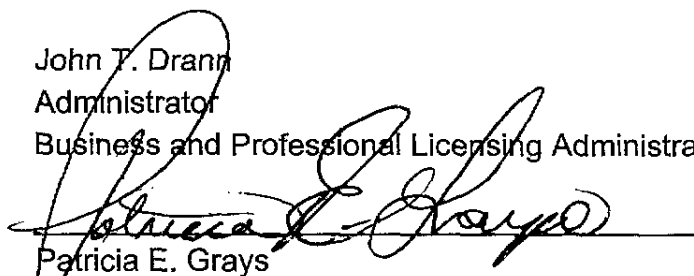
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 1st day of **June**, 2004.

David Clark
DIRECTOR

John T. Drann
Administrator
Business and Professional Licensing Administration



Patricia E. Grays
Paralegal Specialist
Corporations Division

Anthony A. Williams
Mayor