

F96000000697

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

800001712178
-02/12/96--01026--019
*****70.00 *****70.00

K-ITT Magazine Corporation

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Resurrection	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS/G/S
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

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 TALLAHASSEE, FLORIDA

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Verifier
Acknowledgment
W.P. Verifier

2/12/95

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. K-III Magazine Corporation

(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. 13-3616344

(FEI number, if applicable)

4. May 3, 1991

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 745 Fifth Avenue, New York, New York 10151

(Current mailing address)

8. Sell and distribute magazines.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


TIMOTHY B. CARLSON
(Registered agent's signature) (Officer)
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Beverly C. Chell, Vice Chairman
(Typed or printed name and capacity of person signing application)

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**K-HI Magazine Corporation
OFFICERS AND DIRECTORS**

Name and Title	Address	Term Expires
William F. Reilly* Chairman	26 Shinnecock Road Quogue, NY 11959	When successor is elected and qualified
Harry A. McQuillen President	95 Brookside Road Darien, CT 06820	(same as above)
Linda Jenkins Vice President and Chief Financial Officer	21 Roland Road Irvington, NY 10533	(same as above)
Brian T. Beckwith Vice President	135 Bellview Avenue Upper Montclair, NJ 07043	(same as above)
David E. Davis, Jr.	2800 Glazier Way Ann Arbor, MI 48105	(same as above)
Terence Russell	44 Hawthorne Place Briarcliff Manor, NY 10510	(same as above)
Janice Grossman	12 Colvin Road Scarsdale, NY 10583	(same as above)
Charles G. McCurdy* Vice Chairman	1158 Fifth Avenue New York, NY 10029	(same as above)
Beverly C. Chell* Vice Chairman, General Counsel and Secretary	21 Bluewater Hill Westport, CT 06880	(same as above)
Curtis A. Thompson Vice President and Controller	18 Knollwood Lane RR 1, Box 195P Cold Spring NY 10516	(same as above)
Michaelanne Discepolo Vice President	46 Wolf Hill Road Melville, NY 11747	(same as above)
Stephen J. Verlin Vice President - Taxes	345 East 64th Street New York, NY 10021	(same as above)
Douglas Smith Treasurer	3 Lori Lane Norwalk, CT 06851	(same as above)
Ann Riposanu Vice President & Assistant Secretary	308 East 79th Street New York, NY 10021	(same as above)

*Also a director of the company

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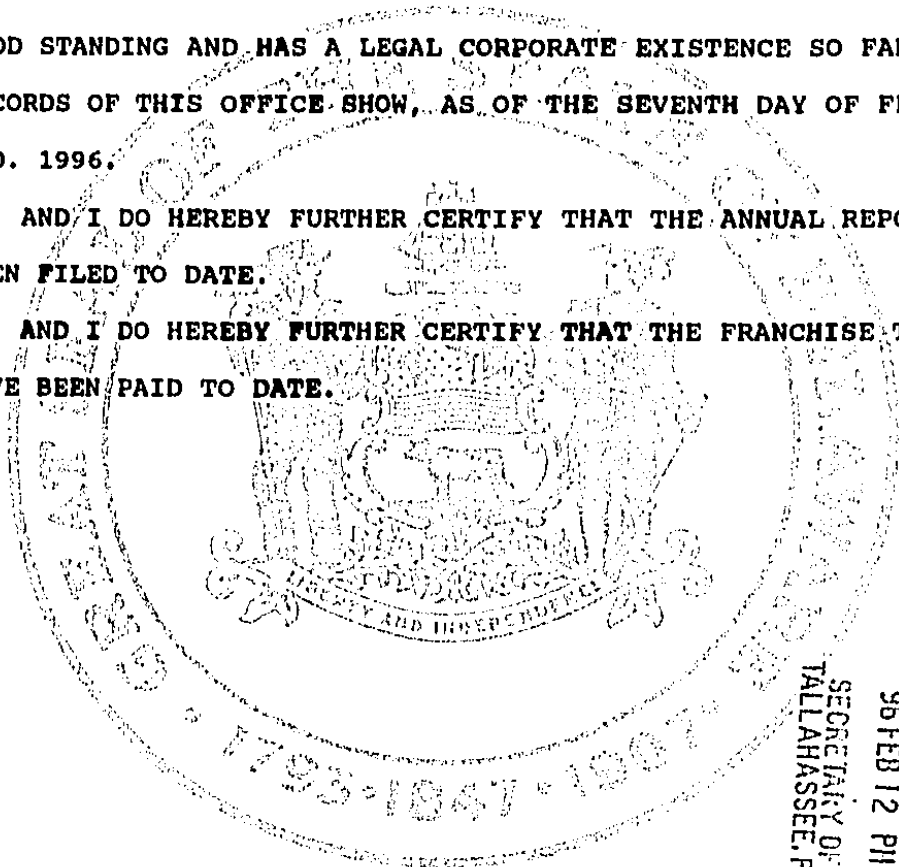
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "K-III MAGAZINE CORPORATION" 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 SEVENTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7818295

02-07-96