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Mar 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P30570** (6)
1. Corporation Name
TRAVEL AGENT MAGAZINE, A DIVISION OF UNIVERSAL MEDIA, INC.

Principal Place of Business
**ATTN: DAVID BERNSTEIN
801 SECOND AVENUE, 19TH FLOOR
NEW YORK NY 10017**

Mailing Address
**ATTN: DAVID BERNSTEIN
801 SECOND AVENUE, 19TH FLOOR
NEW YORK NY 10017**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/16/1990	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-3577291	Applied For Not Applicable
22	City & State	27	City & State	6. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHEW, BRUCE A	1.2 NAME	
STREET ADDRESS	801 SECOND AVENUE	1.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY 10017	1.4 CITY - ST - ZIP	
TITLE	T	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNSTEIN, DAVID	2.2 NAME	
STREET ADDRESS	801 SECOND AVENUE	2.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	2.4 CITY - ST - ZIP	
TITLE	CD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUDEMAN, CARL	3.2 NAME	
STREET ADDRESS	801 SECOND AVENUE	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation, the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *David Bernstein* **CEO DAVID BERNSTEIN** 3/11/98 (42) 986-5100

CR2E034 (10/97)