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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

CORPORATION ANNUAL REPORT 1995		FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 817712 (3)

1. Corporation Name
MCGRAW-HILL INC

Principal Place of Business 1221 AVE OF THE AMERICAS TAX DEPT., 48TH FLOOR NEW YORK NY 10020	Mailing Address 1221 AVE OF THE AMERICAS TAX DEPT., 48TH FLOOR NEW YORK NY 10020
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/18/1964		3a. Date of Last Report 04/19/1994	
2. Principal Place of Business 21		4. FEI Number 13-1026995	
2a. Mailing Address 26		Applied For Not Applicable	
Suite, Apt. #, etc. 22		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State 23		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip 24		Country 25	
Zip 29		Country 30	
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VCFO	1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAHASH, ROBERT J.	2. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	3. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	4. CITY - ST - ZIP	
TITLE	SVS	21. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANDES, ROBERT N.	22. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	23. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK, NY 0	24. CITY - ST - ZIP	
TITLE	DP	31. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCRAW, HAROLD W. III	32. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	33. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK, NY 00000	34. CITY - ST - ZIP	
TITLE	EV	41. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SULLIVAN, THOMAS J.	42. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	43. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK, NY 0	44. CITY - ST - ZIP	
TITLE	SRV	51. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAUFMAN, FRANK J.	52. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	53. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK, NY 0	54. CITY - ST - ZIP	
TITLE	T	61. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENGLASE, FRANK D	62. NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	63. STREET ADDRESS	
CITY - ST - ZIP	NEW YORK, NY 0	64. CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 or 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:  **FRANK J. KAUFMAN** 4/7/95 (210) 512-4362
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

8/17/72

McGraw-Hill, Inc.

Corporate Officers

Harold W. McGraw, III 047-44-6015	President & Chief Oper. Officer	Five Halter Lane Darien, CT 06820
Joseph L. Dionne 217-28-8574	Chief Exec. Officer and Chairman	198 N. Wilton Rd. New Canaan, CT 06840
Robert N. Landes 058-26-9921	Exec. V.P., Sec. & General Counsel	1192 Park Avenue New York, NY 10028
Robert J. Bahash 152-34-9305	Exec. V.P. & Chief Finan. Officer	5 Redwood Road No. Brunswick, NJ 08902
Thomas J. Sullivan 148-26-2443	Exec. V.P. - Administration	84 Brookside Terrace N. Caldwell, NJ 07006
Frank J. Kaufman 100-36-7378	Sr. V.P. - Taxes	50 E. 89th Street New York, NY 10128
Frank D. Penglase 447-40-0136	Treasurer	35 E. 85th Street New York, NY 10028
Scott L. Bennett 083-32-9742	V.P. & Associate General Counsel, Asst. Secy.	101 W. 12th Street New York, NY 10011

All above Officers are located at:

McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, NY 10020

McGraw-Hill, Inc.
Board of Directors

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Harold W. McGraw, Jr. Chairman Emeritus	Watch Tower Road Darien, CT 06820
Joseph L. Dionne Chairman of the Board	198 North Wilton Road New Canaan, CT 06840
Richard H. Jenrette	69 East 93rd Street New York, NY 10128
Peter O. Lawson-Johnston	215 Carter Road Princeton, NJ 08540
Paul J. Rizzo	79 Weaver Street, Unit 16 Greenwich, CT 06830
John L. McGraw	1601 N. Ocean Boulevard Gulf Stream, FL 33483
Harold W. McGraw, III	Five Halter Lane Darien, CT 06820
David L. Luke, III	775 Park Avenue New York, NY 10021
George B. Harvey	663 Ponus Ridge Road New Canaan, CT 06840
Alva O. Way	Trump Plaza 167 E. 61st Street, Apt. 34-A New York, NY 10021
Don Johnston	400 Ocean Road, Apt. 184, J.I. Vero Beach, FL 32963
John T. Hartley	1412 South Riverside Drive Indialantic, FL 32903
Lois Dickson Rice	2332 Massachusetts Ave., NW Washington, DC 20008
James H. Ross	55 Onslow Square, Flat 4 London SW7 3LR
Vartan Gregorian	55 Power Street Providence, RI 02906

All above Directors are located at:

McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, NY 10020