

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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**Apr 16 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 817712 (3)

1. Corporation Name
THE MCGRAW-HILL COMPANIES, 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. 36TH FLOOR NEW YORK NY 10020-1001 US
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 02/18/1964	3a. Date of Last Report 04/29/1996
4. FEI Number 13-1026995	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" 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

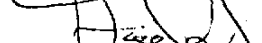
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 Zip Code

11. Pursuant to the provisions of Sections 607.0602 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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VCFO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAHASH, ROBERT J.	1.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENNETT, SCOTT L	2.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 0	2.4 CITY-ST-ZIP	
TITLE	DP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCRAW, HAROLD W. III	3.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 00000	3.4 CITY-ST-ZIP	
TITLE	EV	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SULLIVAN, THOMAS J.	4.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 0	4.4 CITY-ST-ZIP	
TITLE	SRV	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAUFMAN, FRANK J.	5.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 0	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENGLASE, FRANK D	6.2 NAME	
STREET ADDRESS	1221 AVE OF THE AMERICAS	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 0	6.4 CITY-ST-ZIP	

14. I do 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 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** 4/16/97

CP2E034 (9/96)

THE MCGRAW-HILL COMPANIES, INC.
Corporate Officers

Harold W. McGraw, III 047-44-6015	President & Chief Oper. Officer	Five Halter Lane Darien, CT 06820	* 8/05/93
Joseph L. Dionne 217-28-8574	Chief Exec. Officer and Chairman	198 N. Wilton Rd. New Canaan, CT 06840	8/01/81
Scott L. Bennett 083-32-9742	Secretary	101 W. 12th Street New York, NY 10011	1/01/96
Robert J. Bahash 152-34-9305	Exec. V.P. & Chief Finan. Officer	5 Redwood Road No. Brunswick, NJ 08902	7/01/78
Thomas J. Sullivan 148-26-2443	Exec. V.P. - Administration	84 Brookside Terrace N. Caldwell, NJ 07006	1/01/81
Frank J. Kaufman 100-36-7378	Sr. V.P. - Taxes	50 E. 89th Street New York, NY 10128	4/23/87
Robert E. Evanson 130-28-2799	Exec.VP, Corporate Development	4 Pheasant Run Holmdel, NJ 07733	4/26/95
Barbara B. Maddock 264-90-3129	Senior Vice Pres. Human Resources	1175 York Avenue New York, NY 10021	4/26/95
Barbara A. Munder 103-36-2168	Senior Vice Pres. Corporate Affairs	300 E. 59th St., Apt.#2701 New York, NY 10022	4/29/92
Thomas J. Kilkenny 140-60-3067	Vice President and Controller	1074 Ledgewood Road Mountainside, NJ 07092	4/27/94
Kenneth M. Vittor 052-38-5242	Senior Vice President and General Counsel	215 W. 78th Street, Apt.#9A New York, NY 10024	7/1/95
Frank D. Penglase 447-40-0136	Treasurer	35 E. 85th Street New York, NY 10028	8/01/86

All above officers are located at:
The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, NY 10020-1095

* DATE TOOK OFFICE

THE MCGRAW-HILL COMPANIES, INC.
Board of Directors

Harold W. McGraw, Jr. Chairman Emeritus	Watch Tower Road Darien, CT 06820	4/24/54
Joseph L. Dionne Chairman of the Board	198 North Wilton Road New Canaan, CT 06840	4/28/81
Richard H. Jenrette	69 East 93rd Street New York, NY 10128	1/27/93
Peter O. Lawson-Johnston	215 Carter Road Princeton, NJ 08540	4/29/75
Paul J. Rizzo	79 Weaver Street, Unit 16 Greenwich, CT 06830	4/27/88
Linda Koch Lorimer	87 Trumbull Street New Haven, CT 06511	4/26/95
Harold W. McGraw, III	Five Halter Lane Darien, CT 06820	4/29/87
Robert P. McGraw	P. O. Box 603 Bobbs Ferry, NY 10522	7/26/95
George B. Harvey	663 Ponus Ridge Road New Canaan, CT 06840	4/24/85
Alva O. Way	Trump Plaza 167 E. 61st Street, Apt. 34-A New York, NY 10021	4/26/83
Don Johnston	400 Ocean Road, Apt. 184, J.I. Vero Beach, FL 32963	4/30/86
John T. Hartley	1412 South Riverside Drive Indialantic, FL 32903	4/26/89
Lois Dickson Rice	2332 Massachusetts Ave., NW Washington, DC 20008	4/27/88
James H. Ross	55 Onslow Square, Flat 4 London SW7 3LR	4/26/89
Vartan Gregorian	55 Power Street Providence, RI 02906	4/25/90

All above Directors are located at:

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

* DATE TOOK OFFICE