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May 09 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 819989

(5)

1. Corporation Name
HARCOURT GENERAL, INC.

Principal Place of Business
27 BOYLSTON ST.
P.O. BOX 1000
CHESTNUT HILL MA 02167

Mailing Address
27 BOYLSTON ST.
P.O. BOX 1000
CHESTNUT HILL MA 02167-1719



3. Date Incorporated or Qualified 10/21/1966	3a. Date of Last Report 04/19/1996
4. FEI Number 04-1619609	Applied For <input type="checkbox"/> 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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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 FL
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD TARR, ROBERT J., JR. 27 BOYLSTON CHESTNUT HILL MA <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	PD Brian J. Knez 27 Boylston Street Chestnut Hill MA 02167-1700 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD SMITH, RICHARD A 27 BOYLSTON CHESTNUT HILL MA <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD ROBERT A SMITH 27 BOYLSTON CHESTNUT HILL MA <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SV ERIC P GELLER 27 BOYLSTON CHESTNUT HILL MA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP COOK, JOHN R 27 BOYLSTON CHESTNUT HILL MA <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VT GIBBONS, PAUL F. 27 BOYLSTON ST. CHESTNUT HILL MA <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Paul F. Gibbons 4/30/97 (617) 232-8200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

Harcourt General, Inc.

OFFICERS

Richard A. Smith, Chariman of the Board
27 Boylston Street
Chestnut Hill, MA 02167

Robert A. Smith, President and Co-Chief Operating Officer
27 Boylston Street
Chestnut Hill, MA 02167

Brian J. Knez, President and Co-Chief Operating Officer
27 Boylston Street
Chestnut Hill, MA 02167

John R. Cook, Senior Vice President and Chief Financial Officer
27 Boylston Street
Chestnut Hill, MA 02167

Eric P. Geller, Senior Vice President, General Counsel and Secretary
27 Boylston Street
Chestnut Hill, MA 02167

Peter Farwell, Vice President-Corporate Relations
27 Boylston Street
Chestnut Hill, MA 02167

Paul F. Gibbons, Vice President and Treasurer
27 Boylston Street
Chestnut Hill, MA 02167

Gerald T. Hughes, Vice President-Human Resources
27 Boylston Street
Chestnut Hill, MA 02167

Michael Panutich, Vice President - General Auditor
27 Boylston Street
Chestnut Hill, MA 02167

Stephen C. Richards, Vice President & Controller
27 Boylston Street
Chestnut Hill, MA 02167

Robert A. Licht, Assistant Secretary
27 Boylston Street
Chestnut Hill, MA 02167

DIRECTORS

Richard A. Smith
William F. Connell
Jack M. Greenberg
Gary L. Countryman
Herbert W. Jarvis
Brian J. Knez
Jeffrey R. Lurie
Lynn Morley Martin
Maurice Segall
Robert A. Smith
Paula Stern
Robert J. Tarr, Jr.
Hugo Uytterhoeven
Clifton R. Wharton, Jr.

The term of appointment for each officer/director is until a successor is duly elected.