

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

FILED
May 13 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 # 821728 (3)
1. Corporation Name
A.C. NIELSEN COMPANY

Principal Place of Business 150 NORTH MARTINGALE ROAD SCHAUMBURG IL 60173-2076 US	Mailing Address 150 N MARTINGALE RD ATTN: CORP SECRETARY SCHAUMBURG IL 60173-2076 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 177 Broad Street 27 Suite, Apt. #, etc. 27 Attn: Bill Casey 28 City & State 28 Stamford, CT 29 Zip Country 29 06901 U.S. 30		3. Date Incorporated or Qualified 08/13/1968 4. FEI Number 36-1549320 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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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	

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	PO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LIEVENSE, ROBERT J	1.2 NAME	
STREET ADDRESS	177 BROAD STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT	1.4 CITY-ST-ZIP	
TITLE	EVP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOPELT, EARL H.	2.2 NAME	
STREET ADDRESS	177 BROAD STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT	2.4 CITY-ST-ZIP	
TITLE	VPAS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'HANRAHAN, ELLENORE	3.2 NAME	
STREET ADDRESS	177 BROAD STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT	3.4 CITY-ST-ZIP	
TITLE	S	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DRESDOW, MARY A.	4.2 NAME	
STREET ADDRESS	150 N MARTINGALE RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	4.4 CITY-ST-ZIP	
TITLE	MARTELL, FRANK D.	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	177 BROAD STREET	5.2 NAME	
STREET ADDRESS	STAMFORD FL	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NIELSEN, JR ARTHUR C	6.2 NAME	
STREET ADDRESS	1419 LAKE COOK RD, SUITE 460	6.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD IL	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 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: *Steven Zalewski* Steven Zalewski

4/24/98

(203) 961-3054

CR2E034 (10/97)

A.C. NIELSEN COMPANY

ADDITIONAL OFFICERS

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Nicholas L. Trivisonno	Chairman & CEO	177 Broad Street, Stamford, CT 06901
Michael P. Connors	Vice Chairman	177 Broad Street, Stamford, CT 06901
Michael J. Brooks	Sr. Finance President, Finance & CFO	150 N. Martingale Rd., Schaumburg, IL 60173
Phillip E. Doetzel	Vice President	177 Broad Street, Stamford, CT 06901
Michael E. Elias	Vice President & Assistant Secretary	177 Broad Street, Stamford, CT 06901
John A. Forster	Treasurer	177 Broad Street, Stamford, CT 06901
Marie Fahrenbach	Controller	150 N. Martingale Rd., Schaumburg, IL 60173
R. Ford Dallmeyer	Assistant Secretary	150 N. Martingale Rd., Schaumburg, IL 60173
Edward J. Riehl	Assistant Secretary	150 N. Martingale Rd., Schaumburg, IL 60173
Steven Zalewski	Assistant Treasurer	177 Broad Street, Stamford, CT 06901

ADDITIONAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Nicholas L. Trivisonno	177 Broad Street, Stamford, CT 06901
Michael P. Connors	177 Broad Street, Stamford, CT 06901