

F 000000002705

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Southern Living, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MEH

Sally S. Reilly, Esq.
(Name of Person)

Southern Living, Inc.
(Firm/Company)

2100 Lakeshore Drive
(Address)

Birmingham, AL 35209
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Sally S. Reilly, Esq. at (205) 877-6141
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00 MAY 10 PM 3:00

RECEIVED
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

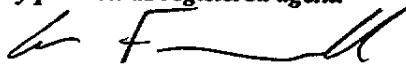
1. Southern Living, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 63-0515956
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 25, 1980 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2100 Lakeshore Drive
Birmingham, AL 35209
(Current mailing address)
8. Magazine Publishing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: CT Corporation
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

00 MAY 10 PM 3:00

FLORIDA STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ALLAN FARNELL
(Registered agent's signature) ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. -DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Tom Angelillo, Director

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

Vice Chairman: Jeanetta Keller, Director

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

Director: Scott Sheppard

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Tom Angelillo, President and CEO

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

Vice President: Jeanetta Keller, Executive Vice President

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

Secretary: Sally S. Reilly, Assistant Secretary

Address: Southern Living, Inc.

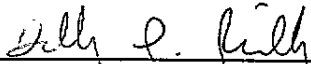
2100 Lakeshore Drive, Birmingham, AL 35209

Treasurer: Bruce Larson, Vice President, Finance & Treasurer

Address: Southern Living, Inc.

2100 Lakeshore Drive, Birmingham, AL 35209

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sally S. Reilly, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN LIVING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 2000.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0416999

DATE: 05-03-00