

**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. PICTORIAL 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. Indiana

(State or country under the law of which it is incorporated)

3. 35-1616640

(FEI number, if applicable)

4. September 10, 1984

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Pictorial INC, 8081 Zionsville Road

7. Indianapolis, IN 46268

(Principal office address)

(Current mailing address)

To Develop and Sell Training Material. To engage in any act or activity for which corporations may be organized.

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company

By: _____

(Registered agent's signature)

Kim Kuznetsov, Asst. 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

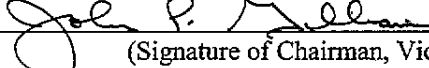
Secretary:

Address:

Treasurer:

Address:

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. JOHN P. GILLIAM, Vice President
(Typed or printed name and capacity of person signing application)

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PICTORIAL, INC.

Corporate Officers & Directors

Position	Name	Business Address
Chairman/Director/CEO	Lynn J. Mangum	150 Clove Rd., Little Falls, NJ 07424
EVP//Treasurer/Director	Dennis Sheehan	150 Clove Rd., Little Falls, NJ 07424
President	Dennis Sheehan	150 Clove Rd., Little Falls, NJ 07424
Secretary	Kevin J. Dell	150 Clove Rd., Little Falls, NJ 07424
Executive Vice President	Mark Rybarczyk	11 Greenway Plaza, Houston, TX 77046
Vice President	John P. Gilliam	3435 Stelzer Rd, Suite 1000, Columbus, OH 43219

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greeting:

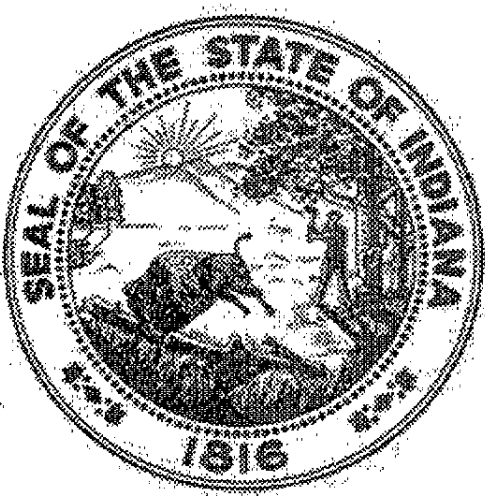
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

PICTORIAL INC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on September 10, 1984, and was in existence or authorized to transact business in the State of Indiana on December 12, 2000.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twelfth day of December, 2000.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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SECRETARY OF STATE
INDIANAPOLIS, INDIANA