

CT CORPORATION

F02000000579

CORPORATION(S) NAME

Tom Snyder Productions, Inc.

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FILED
02 FEB -1 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

702900001380

200004854042--9
-02/01/02--01023--023
*****70.00 *****70.00

200004854042--9
-02/01/02--01023--024
*****8.75 *****8.75

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/1/02

Order#: 5093527

Ref#: _____

Amount: \$ _____

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
RECEIVED

02 FEB -1 PM 2:44

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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.*

FILED
FEB - 1 PM 4:14
TALLAHASSEE FLORIDA

1. TOM SNYDER PRODUCTIONS, 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

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

3. 10-000224

(FEI number, if applicable)

4. 12/18/01

(Date of incorporation)

5. PERPETUAL

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

6. 01/01/02

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. C/O SCHOLASTIC LEGAL DEPT., 555 BROADWAY, NEW YORK, NY, 10012

(Current mailing address)

8. To develop and publish educational materials and to engage in any other lawful acts permitted by corporations in FL.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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.

C T Corporation System

(Registered agent's signature)

STEPHEN ADAMO
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: RICHARD ROBINSON

Address: 555 BROADWAY, NEW YORK, NY 10012

Vice Chairman: CHARLES B. DEULL

Address: 555 BROADWAY, NEW YORK, NY 10012

Director: KEVIN J. MCENERY

Address: 555 BROADWAY, NEW YORK, NY

Director: _____

Address: _____

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

President: RICHARD ROBINSON

Address: 555 BROADWAY, NEW YORK, NY 10012

Vice President: KEVIN J. MCENERY

Address: 555 BROADWAY, NEW YORK, NY 10012

Secretary: CHARLES B. DEULL

Address: 555 BROADWAY, NEW YORK, NY 10012

Treasurer: VINCENT M. MARZANO

Address: 555 BROADWAY, NEW YORK, NY 10012

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

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

14. Vincent M. Marzano Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

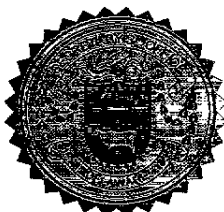
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOM SNYDER PRODUCTIONS, 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 THIRTY-FIRST DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 FEB -13 PM: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3470935 8300

020064152

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1589183

DATE: 01-31-02