



FO 2000001440

ACCOUNT NO. : 072100000032

REFERENCE : 487975 4302451

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 70.00

FILED
02 MAR 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 21, 2002

ORDER TIME : 9:58 AM

ORDER NO. : 487975-020

CUSTOMER NO: 4302451

CUSTOMER: Craig P. Brill, Esq
Weil Gotshal & Manges Llp
767 Fifth Avenue
Room 3149
New York, NY 10153

RECEIVED
02 MAR 22 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: VON HOFFMANN CORPORATION

102A 00017238

700005145597--3

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

FILED
MAY 11 11 18 AM '02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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

1. Von Hoffmann Corporation
(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. 43-0633003
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 17, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 25, 2002
(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.)
7. 1000 Camera Avenue, St. Louis, MO 63126
(Principal office address)

(Current mailing address)

8. Individual sales representatives solicit companies via phone or in person, for the ability to manufacture printed and bound materials
(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

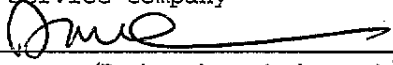
Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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


(Registered agent's signature) **DAVID W. NICKELSEN, ASST-SECY**

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.

FILED
02 MAR 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. _____

Peter C. Mitchell, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

Rider B – Business Addresses

Board of Directors

| | |
|----------|--|
| Chairman | Thompson Dean DLJ 11 Madison Avenue, 16th Floor New York, NY 10010 |
| Director | Robert S. Mathews 1000 Camera Avenue St. Louis, MO 63126 |
| Director | David F. Burgstahler DLJ 11 Madison Avenue, 16th Floor New York, NY 10010 |
| Director | James A. Quella DLJ 11 Madison Avenue, 16th Floor New York, NY 10010 |
| Director | Robert S. Christie 35 Compton Drive East Windsor, NJ 08520 |

Officers

| | |
|--------------------------|---|
| President | Robert S. Mathews 1000 Camera Avenue St. Louis, MO 63126 |
| Executive Vice President | Peter C. Mitchell 1000 Camera Avenue St. Louis, MO 63126 |
| Treasurer | Peter C. Mitchell 1000 Camera Avenue St. Louis, MO 63126 |
| Secretary | Cindy A. Batchelor 1000 Camera Avenue St. Louis, MO 63126 |

02 MAR 22 AM 11:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

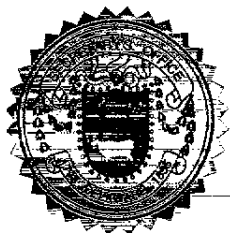
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VON HOFFMANN CORPORATION" 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 NINETEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
MAR 22 2002
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2942536 8300

AUTHENTICATION: 1674664

020180543

DATE: 03-19-02