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ACCOUNT NO. : 072100000032

REFERENCE : 723774 94368A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 28, 2002

ORDER TIME : 10:18 AM

ORDER NO. : 723774-005

CUSTOMER NO: 94368A

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-08/29/02--01038--018
*****70.00 *****70.00

CUSTOMER: Ms. Elisabeth Kinkartz
Torstar Corp.
1 Yong Street
Toronto, Ontario
Canada, ON MSE-1P9

FOREIGN FILINGS

BK

NAME: HARLEQUIN PERIODICALS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea EXT# 1114

EXAMINER: _____
45:11 MW 6Z AUG 29 20

RECEIVED

FILED
02 AUG 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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
AUG 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. HARLEQUIN PERIODICALS 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. 52-1756303

(FEI number, if applicable)

4. APRIL 9, 1991

(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.)

7. 225 DUNCAN MILL ROAD, DON MILLS, ONTARIO, CANADA M3B 3K9

(Principal office address)

1 YONGE STREET, 6TH FLOOR, TORONTO, ONTARIO, CANADA M5E 1P9

(Current mailing address)

8. PUBLISHING OF CONDENSED AND ROMANCE STORIES

(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

Evelyn Wright
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DONNA HAYES

Address: 225 DUNCAN MILL ROAD

DON MILLS, ONTARIO, CANADA M3B 3K9

Director: J. ROBERT S. PRICHARD

Address: 1 YONGE STREET, 6TH FLOOR

TORONTO, ONTARIO, CANADA M5E 1P9

B. OFFICERS

President: DONNA HAYES

Address: 225 DUNCAN MILL ROAD

DON MILLS, ONTARIO, CANADA M3B 3K9

Vice President: MARK MAILMAN

Address: 225 DUNCAN MILL ROAD

DON MILLS, ONTARIO, CANADA M3B 3K9

Secretary: HELENE LEVESQUE

Address: 225 DUNCAN MILL ROAD, DON MILLS, ONTARIO, CANADA M3B 3K9

Treasurer: DAVID TODD SMITH

Address: 1 YONGE STREET, 6TH FLOOR, TORONTO, ONTARIO, CANADA M5E 1P9

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. D. TODD SMITH, TREASURER

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

02 AUG 29 PM 1:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

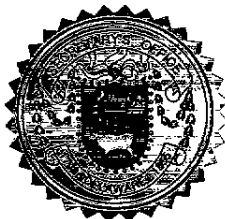
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARLEQUIN PERIODICALS INC." IS A COMPANY 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 TWENTY-EIGHTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARLEQUIN PERIODICALS INC." WAS INCORPORATED ON THE NINTH DAY OF APRIL, A.D. 1991.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2259572 8300

AUTHENTICATION: 1957366

020542851

DATE: 08-28-02