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Division of Corporations

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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

World Book Educational Products, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
03 AUG -1 PM 3:15
DIVISION OF CORPORATIONS

FD3-3826
QR

AUG-01-2003 15:26

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. World Book, 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. 36-2364821
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3-13-57 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
upon qualification
6. _____
(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. c/o 28800 Clemens Road
(Principal office address)
Westlake, OH 44145
(Current mailing address)
8. Sales of educational books and products
(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
(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.

C T Corporation System

By: _____

(Registered agent's signature)

JOYCE A. GILBERT
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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

See attached sheet

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Patricia M. Scanlon - Vice President & Secretary JAP

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

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World Book, Inc.

BOARD OF DIRECTORS:

William W. T. Stephens
Kenneth J. Semelsberger
Patricia M. Scanlon

OFFICERS:

President & Chief Executive Officer
V. President & Treasurer
V. President & Secretary
V. President & Asst. Secretary
V. President & General Manager
Assistant Treasurer
Assistant Secretary

Kenneth J. Semelsberger
Wm. W. T. Stephens
Patricia M. Scanlon
Marc D. Hamburg
Robert C. Martin
John W. Grelta
Judy A. Fox

Delaware

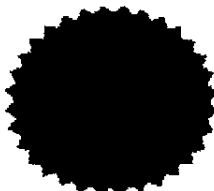
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD BOOK, 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 JULY, A.D. 2003.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0510121 8300

030500086

AUTHENTICATION: 2558071

DATE: 07-31-03

WORLD BOOK, INC.

**ACTION OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
WITHOUT A MEETING**

WHEREAS, the undersigned, being all of the members of the Executive Committee of the Board of Directors of World Book, Inc., a Delaware Corporation ("Corporation"), pursuant to Section 141(f) of the General Law of the State of Delaware, take the following action and adopt the following resolution;

"RESOLVED, that World Book, Inc. organized and existing in the State of Delaware hereby adopts the name "World Book Educational Products, Inc." for use in the state of Florida.


Kenneth J. Semelsberger


Patricia M. Scanlon

Dated: July 28, 2003