

F06000003413

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

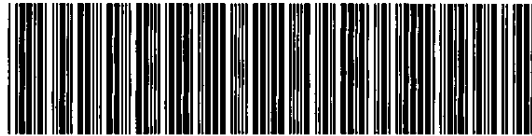
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/05/06--01009--009 **70.00

FILED
2006 MAY -5 P. 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HFM U.S.

Hachette Filipacchi Media

1633 BROADWAY • NEW YORK, NY 10019

Catherine R. Flickinger
Executive Vice President
General Counsel
212. 767.6918
FAX 212. 767.5631
e-mail: cflickinger@hfmus.com

May 3, 2006

New Filing Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sirs and Madams:

It came to our attention recently, after some personnel changes, that our company, Hachette Filipacchi Media U.S., Inc. ("HFM U.S."), is not registered as a foreign corporation authorized to transact business in Florida. HFM U.S. is a magazine publishing company, incorporated in Delaware and with its principle place of business in New York. HFM U.S. currently has a small office in Fort Lauderdale which is involved in advertising sales for *Boating Magazine*. HFM U.S. is current on all required filings of Florida income and sales tax returns and payment of related taxes, and we were under the mistaken impression that HFM U.S. was registered to transact business in the state. Unfortunately, the person previously responsible for these registrations is no longer with the company. We are not sure of the date the company first transacted business in Florida, but believe it to have been in the early 1990's. The company was established in 1987.

We would respectfully request consideration of a waiver of penalties due the good faith nature of this oversight.

We have enclosed with our Application a check for this year's \$70.00 filing fee, and will wait to hear from you as to any further fees that are due. Please feel free to contact me at the above address and phone number.

Very truly yours,

Catherine Flickinger

c0406103

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HACHETTE FILIPACCHI MEDIA U.S., INC. IS A SUBSIDIARY OF HACHETTE FILIPACCHI MEDIAS S.A., A SUBSIDIARY OF LAGARDERE SCA.

www.hfmus.com

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2006 MAY 5 PM 3:44
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.*

1. HACHETTE FILIPACCHI MEDIA U.S., INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. 13-3420537

(FEI number, if applicable)

4. 1987

(Date of incorporation)

5. PERPETUAL

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

6. See cover letter dated May 3, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1633 BROADWAY, NEW YORK, NY 10019

(Principal office address)

SAME

(Current mailing address)

8. MAGAZINE PUBLISHING

(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 NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

(City)

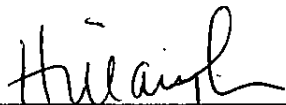
, Florida 33324

(Zip code)

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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.



(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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

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. Catherine R. Flickinger

(Signature of Director or Officer listed in number 12 of the application)

14. Catherine R. Flickinger, Executive Vice President, General Counsel, Secretary

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

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TALLAHASSEE, FLORIDA

HACHETTE FILIPACCHI MEDIA U.S., INC.

DIRECTORS

Daniel Filipacchi, Chairman
63 Champs-Elysees
75008 Paris, France

Gerald de Roquemaurel
Hachette Filipacchi Medias, S.A.
149, rue Anatole-France
92534 Levallois-Perret Cedex

Jean-Paul Denfert-Rochereau
Hachette Filipacchi Medias, S.A.
149, rue Anatole-France
92534 Levallois-Peerret Cedex

Jack Kliger
Hachette Filipacchi Media U.S., Inc.
1633 Broadway
New York, NY 10019

Amal Belrhmi
Hachette Filipacchi Media U.S., Inc.
1633 Broadway
New York, NY 10019

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TALLAHASSEE, FLORIDA

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OFFICERS

Jack Kliger
President, Chief Executive Officer
Hachette Filipacchi Media US
1633 Broadway
New York, NY 10024

Philippe Guelton
Executive Vice President
Chief Operating Officer
Hachette Filipacchi Media US, Inc.
1633 Broadway
New York, NY 10019

John T. O'Connor
Executive Vice President,
Chief Financial Officer & Treasurer
Hachette Filipacchi Media US, Inc.
1633 Broadway
New York, NY 10019

Catherine R. Flickinger
Executive Vice President,
General Counsel and Secretary
Hachette Filipacchi Media US, Inc.
1633 Broadway
New York, NY 10019

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TALLAHASSEE, FLORIDA

Delaware

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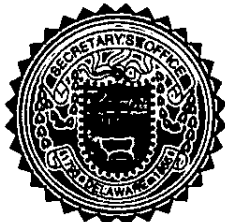
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HACHETTE FILIPACCHI MEDIA U.S., 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 TWENTY-SEVENTH DAY OF MARCH, A.D. 2006.

FILED

2006 MAY -5 P 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2131787 8300

AUTHENTICATION: 4623253

060288748

DATE: 03-27-06