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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F92000000870

1. Corporation Name

CRUISING WORLD PUBLICATIONS, INC.

Principal Place of Business

5 JOHN CLARKE RD
NEWPORT RH 02840-5641
US

Mailing Address

C/O 229 W 43RD STREET
LEGAL DEPT.
NEW YORK NY 10036
US

2. Principal Place of Business

21 Suite, Apt #, etc.

22 City & State

23 Zip Country

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2a. Mailing Address

26 Suite, Apt #, etc.

27 City & State

28 Zip Country

29

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
STE 105
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when not stating)

(DATE)

12. OFFICERS AND DIRECTORS

TITLE CPD [] DELETE

NAME FITZGERALD, JAMES W
STREET ADDRESS 5520 PARK AVENUE
CITY-ST-ZIP TRUMBULL CT 06611

TITLE D [] DELETE

NAME DARROW, KATHARINE P
STREET ADDRESS 229 WEST 43RD STREET
CITY-ST-ZIP NEW YORK NY 10036

TITLE DS [] DELETE

NAME CORWIN, LAURA J
STREET ADDRESS 229 WEST 43RD STREET
CITY-ST-ZIP NEW YORK NY 10036

TITLE T [] DELETE

NAME TAUS, ELLEN
STREET ADDRESS 229 W 43RD ST
CITY-ST-ZIP NEW YORK NY 10036

TITLE V [] DELETE

NAME LEVITT, KEITH
STREET ADDRESS 5520 PARK AVENUE
CITY-ST-ZIP TRUMBULL CT 06611

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13.

1. TITLE

2. NAME

3. STREET ADDRESS

4. CITY-ST-ZIP

5. TITLE

6. NAME

7. STREET ADDRESS

8. CITY-ST-ZIP

9. TITLE

10. NAME

11. STREET ADDRESS

12. CITY-ST-ZIP

13. TITLE

14. NAME

15. STREET ADDRESS

16. CITY-ST-ZIP

17. TITLE

18. NAME

19. STREET ADDRESS

20. CITY-ST-ZIP

21. TITLE

22. NAME

23. STREET ADDRESS

24. CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [] Addition

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered

SIGNATURE:
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/19/99 212-556-7127

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