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Mar 06 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F93000000200 (6)**

1. Corporation Name  
**DORLING KINDERSLEY FAMILY LIBRARY INC.**



Principal Place of Business <b>SOUTHLAND EXECUTIVE PARK 7800 SOUTHLAND BLVD., STE. 200 ORLANDO FL 32809 US</b>	Mailing Address <b>SOUTHLAND EXECUTIVE PARK 7800 SOUTHLAND BLVD., STE. 200 ORLANDO FL 32809-6800 US</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified <b>01/19/1993</b>	3a. Date of Last Report <b>06/18/1996</b>
4. FEI Number <b>59-3157011</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>LUCE, ALAN 7822 SOUTHLAND BLVD., STE. 200 7616 SOUTHLAND BLVD. ORLANDO FL 32809</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) <b>7800 Southland Blvd., Suite 200</b> 83 84 City <b>Orlando</b> 85 Zip Code <b>FL 32809</b>
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11. Pursuant to the provisions of Sections 607.0302 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 *W. Alan Luce* **W. Alan Luce** **2/25/97**  
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	VPD <input type="checkbox"/> DELETE
NAME	<b>LUCE, ALAN</b>
STREET ADDRESS	<b>7800 SOUTHLAND BLVD., STE. 200</b>
CITY-ST-ZIP	<b>ORLANDO FL</b>
TITLE	P <input type="checkbox"/> DELETE
NAME	<b>KINDERSLEY, PETER</b>
STREET ADDRESS	<b>9 HENRIETTA STREET, COVENT GARDEN</b>
CITY-ST-ZIP	<b>LONDON, ENGLAND WC23 8PS</b>
TITLE	D <input type="checkbox"/> DELETE
NAME	<b>HARE, ROD D</b>
STREET ADDRESS	<b>9 HENRIETTA STREET, COVENT GARDEN</b>
CITY-ST-ZIP	<b>LONDON, ENGLAND WC23 8PS</b>
TITLE	D <input type="checkbox"/> DELETE
NAME	<b>GILL, PETER</b>
STREET ADDRESS	<b>9 HENRIETTA STREET, COVENT GARDEN</b>
CITY-ST-ZIP	<b>LONDON, ENGLAND WC23 8PS FL</b>
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	<b>STRONG, MIKE</b>
STREET ADDRESS	<b>9 HENRIETTA STREET, COVENT GARDEN</b>
CITY-ST-ZIP	<b>LONDON, ENGLAND WC23 8PS NY 10017</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<b>Director</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>Richard Eisenberg</b>
1.3 STREET ADDRESS	<b>675 Third Avenue, 29th Floor</b>
1.4 CITY-ST-ZIP	<b>New York, NY 10017</b>
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE: *W. Alan Luce* **W. Alan Luce** **2/25/97** **(407) 857-5463**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)