

F93000000734

UNITED
CORPORATE
SERVICES, INC.

serving the legal profession

Ten Bank Street, Suite 560

White Plains, NY 10606

November 3, 1998

Telephone: (914) 949-9188 Toll Free: (800) 899-8648 Telefax: (914) 949-9618

Re: GOLDEN BOOKS PUBLISHING COMPANY, INC.

100002684101--4
-11/10/98--01031--004
*****35.00 *****35.00

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Dear Ms./Sir:

Enclosed please find the prescribed document and appropriate filing fee, if any, to change the registered office and/or agent for the above corporation in your State.

Confirmation of filing should be returned to the attention of the undersigned. Please include a copy of this form if ours is not current.

Thank you for your attention to this matter.

Sincerely,



Maris Kruze
Project Manager

MK:nml
Enclosure

FILED
98 NOV 10 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Refer to in Reply:
[CID: GOLDENBP/30695CH]

RA Chg.

VS NOV 16 1998

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: GOLDEN BOOKS PUBLISHING COMPANY, INC.

1b. Date of incorporation March 1, 1979 Document number F93060000734

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

United Corporate Services, Inc.

801 Northeast 167th Street, Suite 300, North Miami Beach, Florida 33162

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



SIGNATURE

June 26, 1998

DATE

Philip Galanes, Sr. Vice President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Michael A. Barr, President

(Registered Agent)

DATE June, 1998

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314