

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Mar 25 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F94000001005 1. Corporation Name <b>SILVER BURDETT GINN INC.</b>			
Principal Place of Business <b>1230 AVENUE OF THE AMERICAS NEW YORK, NY 10020</b>		Mailing Address <b>c/o PHILIPPE P. DAUMAN VIACOM INC. 1515 BROADWAY NEW YORK, NY 10036</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	
3. Date Incorporated or Qualified <b>02/28/94</b>		3a. Date of Last Report	
4. FEI Number <b>06-1133814</b>		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 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>THE PRENTICE-HALL CORPORATION SYSTEM, INC. SUITE 105 1201 HAYS STREET TALLAHASSEE, FL 32301</b>		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code <b>FL</b>	
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP		1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	
2.1 TITLE <input type="checkbox"/> DELETE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		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"/> DELETE 3.2 NAME 3.3 STREET ADDRESS 3.4 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"/> DELETE 4.2 NAME 4.3 STREET ADDRESS 4.4 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"/> DELETE 5.2 NAME 5.3 STREET ADDRESS 5.4 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"/> DELETE 6.2 NAME 6.3 STREET ADDRESS 6.4 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)(b), 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.		100002123971 -03/25/97--01090--017 ***165.00 <i>[Signature]</i>	
SIGNATURE: <i>[Signature]</i> _____ Signature and Typed or Printed Name of Signing Officer or Director		3/7/97 212-258-6874 Date Daytime Phone #	
Heene W. Stack, Assistant Secretary			

CR2E034 (9/96)

**Silver Burdett Ginn Inc.**

pg. 282

**Directors**

Philippe P. Dauman	1515 Broadway, New York, NY 10036
Jonathan Newcomb	1230 Avenue of the Americas, New York, NY 10020
George S. Smith, Jr.	1515 Broadway, New York, NY 10036

**Officers**

**President**

William Oldsey  
One Lake Street  
Upper Saddle River, NJ 07458

**Executive Vice President and Secretary**

Philippe P. Dauman  
1515 Broadway  
New York, NY 10036

**Senior Vice President and Chief Financial Officer**

George S. Smith, Jr.  
1515 Broadway  
New York, NY 10036

**Assistant Secretary**

Ilene W. Stack  
1515 Broadway  
New York, NY 10036