FILE NOW: FILING FEE AFTER MA'

FILED Jun 10, 1999 8:00 am Secretary of State

DUCUMENT - 1

PROFIT CORPORATION

FLOR

06-10-1999 90065 001 ***450.00



ANNUAL REPORT 1999 DIVISION OF CORPORATIONS DOCUMENT # McDougal Littell, Inc. 1. Corporation Name 94000001554 V Principal Place of Business Mailing Address 1580 Sherman Ave 222 Berkeley Street Boston, MA 02116-3764 Evanston, IL 60201 DO NOT WRITE IN THIS SPACE Attn: Tax Dept Attn: Tax Dept 3. Date Incorporated or Qualified 3/28/1994 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 21 26 36-2722075 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 27 Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Zip Country 8. This corporation owes the current year Intangible Personal 25 29 No 24 30 Property Tax. Yes 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name Street Address (P.O. Box Number is Not Acceptable) CT Corporation System 1200 S. Pine Island Road 83 Plantation, FL 33324 84 City 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 reinstating) DATE OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. TITLE See Attached DELETE 1.1 TITLE Change Addition NAME 1.2 NAME STREET ADDRESS 13 STREET ADDRESS CITY - ST - ZIP 1.4 CITY - ST - ZIP TITLE DELETE 2.1 TITLE Addition Change NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY - ST - ZIP 2.4 CITY - ST - ZIP TITLE DELETE 3.1 TITLE Addition Change NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY - ST - ZIP 3.4 CITY - ST - ZIP TITLE DELETE 4.1 TITLE Change Addition NAME 42 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY - ST - ZIP 4.4 CITY - ST - ZIP TITLE DELETE 51 TIBE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY - ST - ZIP 5.4 CITY - ST - ZIP TITLE DELETE 6.1 TITLE Addition NAME 6.2 NAME STREET ADDRESS 6.3 STREET ADDRESS CITY - ST - ZIP 6.4 CITY - ST - ZIP

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 eath; that I am an officer of 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.

SIG	NA	TU	RE:

Bradlev D. Lehan SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR 22

(617)351-5097

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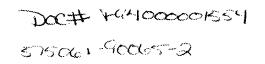
DIRECTORS OF McDOUGAL LITTELL INC. BUSINESS ADDRESSES FEI#: 36-2722075

August 1998

Nader F. Darehshori, Chairman & Chief Executive Officer, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

Julie A. McGee, Executive Vice President, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201

Paul D. Weaver, Senior Vice President, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116



OFFICERS OF McDOUGAL LITTELL INC. BUSINESS ADDRESSES FE1#: 36-2722075 August 1998

PRESIDENT

Julie A. McGee, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201

VICE PRESIDENTS

Karen Patterson Bush, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Morton I. Cohen, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Thomas E. Deming, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Sari G. Factor, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Larry S. Hoce, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Jerome H. Koering, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Roland O. Ochsenbein, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Rita Helen Schaefer, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Susan D. Schaffrath, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Dana D. Smith, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Gary F. Watkins, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Paul D. Weaver, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

TREASURER

Bradley D. Lehan, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

ASSISTANT TREASURER

Thomas E. Deming, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201

SECRETARY

Lois M. Novotny, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

ASSISTANT SECRETARY

Kathy Mattox, McDougal Littell Inc., 1560 Sherman Avenue, IL 60201 Kathleen A. Rideout, Houghton Mifflin Company, 222 Berkeley Street, Boston, MA 02116

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