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TALLAHASSEE, FL 32301

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95 JUL 20 PM 11:41
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032

REFERENCE : 645161 069010

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : July 20, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 645161

CUSTOMER NO: 069010

CUSTOMER: Ms. Jennifer Connors - 069010
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1010
Miami, FL 33131

SHOULD USE 420023
-07/21/95-01022-0005
****122.50 ****122.50

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FOREIGN FILINGS

NAME: SANTILLANA PUBLISHING COMPANY,
INC.

X PROFIT
 NON-PROFIT

 CORPORATE

 LIMITED PARTNERSHIP

X QUALIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 20 PM 1:06

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Santillana Publishing Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California 3. 13-2731654
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 24, 1992 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Beacon Center
2043 N.W. 87th Avenue, Miami, Fl. 33172
(Current mailing address)


8. Educational language publications
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Manuel G. Sandoval
Office Address: 2043 N.W. 87th Avenue
Miami, Florida, 33172
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS (See attached Addendum)

Chairman: Manuel Sabido Duran

Address: 2043 N.W. 87th Avenue
Miami, FL 33172

Vice Chairman: _____

Address: _____

Director: Ignacio de Polanco

Address: 2043 N.W. 87th Avenue
Miami, FL 33172

Director: Jose L. Bernaldo de Quiros

Address: 2043 N.W. 87th Avenue
Miami, FL 33172

(SEE ATTACHED ADDENDUM)

B. OFFICERS

President: Manuel G. Sandoval

Address: 2043 N.W. 87th Avenue
Miami, FL 33172

Vice President: Cristina Elias de Tejada

Address: 2043 N.W. 87th Avenue
Miami, FL 33172

Secretary: Marla D. Norman

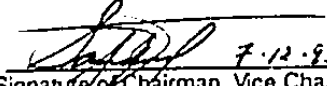
Address: 2043 N.W. 87th Avenue
Miami, FL 33172

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

 7-12-95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Manuel G. Sandoval, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Addendum to
Application by Foreign Corporation for
Authorization to Transact Business in Florida

A. Directors

Director: Adolfo Valero

Address: 2043 N.W. 87th Avenue

Miami, FL 33172

Director: Emiliano Martinez

Address: 2043 N.W. 87th Avenue

Miami, FL 33172

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TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of November, 1992.

SANTILLANA PUBLISHING COMPANY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
19th day of July, 1995



Bill Jones
BILL JONES
Secretary of State

F95 000003500

ARTICLES OF MERGER
Merger Sheet

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MERGING:

SANTILLANA PUBLISHING COMPANY, INC., A CALIFORNIA CORPORATION,
F95000003500

INTO

SANTILLANA USA PUBLISHING COMPANY, INC., a Florida corporation,
P96000101722

File date: January 8, 1997

Corporate Specialist: Nancy Hendricks