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Washington, DC 20005-4903
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September 17, 1996

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-10/01/96--01069--006
*****400.00 *****400.00

Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Naylor Publications Inc.'s Application To Transact Business in Florida

Dear Sir/ Madam:

Please find enclosed the following materials related to Naylor Publications Inc. application to transact business in Florida: (1) a transmittal letter to the Florida Division of Corporations, (2) the application to transact business in Florida, (3) a check in the amount of \$70 for the registration fee, (4) a check in the amount of \$400 for annual report fees, and (5) an original certificate of existence from the state of Delaware. The application is being submitted under the amnesty provision (§96-212) relating to the penalties ordinarily imposed under §607.1502(4).

If you have any questions regarding this matter, please call the undersigned at your convenience.

Yours truly,

Stephen Flott

Enclosures (5)

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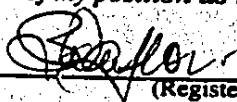
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. Naylor Publications, 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. Delaware
(State or country under the law of which it is incorporated)
3. 52-1251981
(FEI number, if applicable)
4. January 22, 1980
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9335 S.W. 46th Place
Gainesville, Florida 32608
(Current mailing address)
8. magazine publishing
(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: (P.O. Box or Mail Drop **NOT** acceptable)
Name: Mr. Brent Naylor
Office Address: 9335 S.W. 46th Place
Gainesville, Florida, 32608
(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.


(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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OCT - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Brent Naylor

Address: 9335 S.W. 46th Place

Gainesville, Florida 32608

Director: Michael Moss

Address: 500 NW 60th St.

Gainesville, Florida 32607

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Brent Naylor

Address: 9335 S.W. 46th Place

Gainesville, Florida 32608

Vice President: Michael Moss

Address: 500 NW 60th St.

Gainesville, Florida 32607

Secretary: Michael Moss

Address: 500 NW 60th St.

Gainesville, Florida 32607

Treasurer: N/A

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

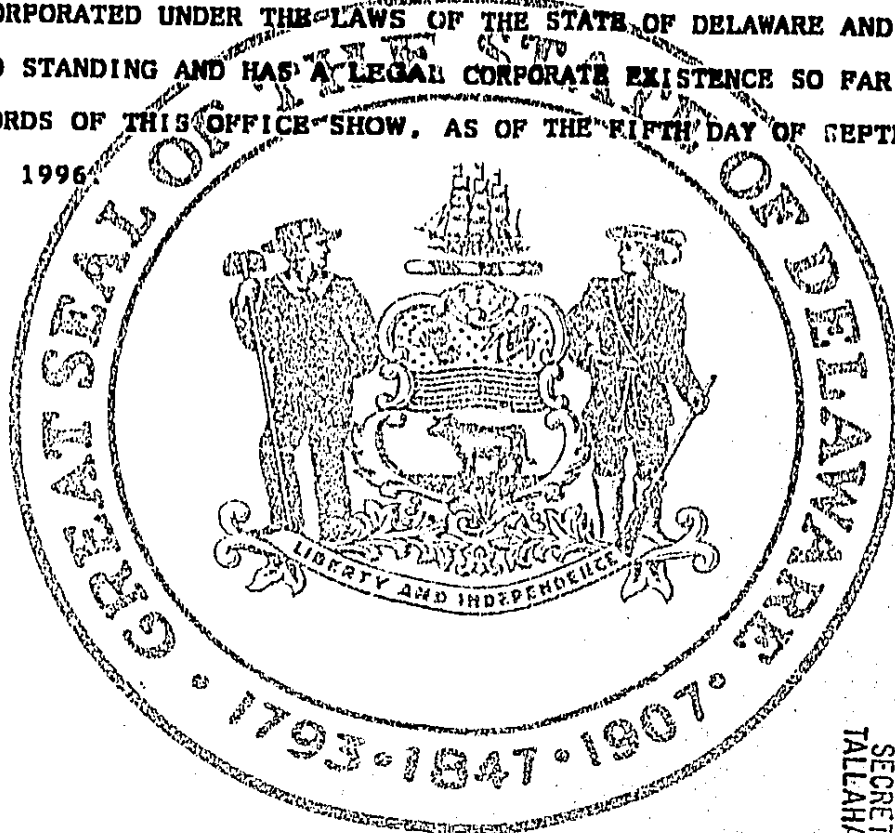
14. President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAYLOR PUBLICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF SEPTEMBER, A.D. 1996.



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

09-05-96

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