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ROBERT J. DI LEONARDI

December 23, 1996

VIA OVERNIGHT COURIER

Florida Secretary of State  
Division of Corporations  
The Capitol, Room 2002  
Tallahassee, Florida 32314

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-12/27/96--01112--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Application for Authority to Transact Business --  
DEARBORN PUBLISHING GROUP, INC. (Delaware)

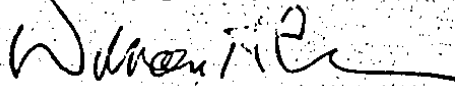
Ladies and Gentlemen:

Enclosed for filing are two executed copies of an Application for Authority to Transact Business, together with a certified copy of the State of Delaware Certificate of Good Standing and our firm's check in the amount of \$122.50 (\$35.00 filing fee; \$35.00 registered agent designation; and \$52.50 certified copy fee for certificate of authority).

Please file the enclosed Application with an effective date NOT LATER THAN DECEMBER 31, 1996 and return the certified copy of the Certificate of Authority via Federal Express (Cowan & Minetz, FedEx Account No. 1013-6670-7). A FedEx return envelope is enclosed for your use.

Thank you for your attention to this filing. If you have any questions, please contact the undersigned.

Sincerely yours,

  
William H. Cowan

WHC:kdp  
Enclosures

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DIVISION OF CORPORATIONS  
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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. DEARBORN PUBLISHING GROUP, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 7/19/89

(Date of Incorporation)

4. perpetual

(Duration)

5. 36-3657446

(Federal Employer Identification number, if applicable)

6. Will not transact business in Florida until authorized

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 155 North Wacker Drive, Suite 900, Chicago, Illinois, 60606

(Current mailing address)

8. To engage generally in the publication business, and to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: Robert C. Kyle

Address: 155 North Wacker Drive, Suite 900

Chicago, Illinois 60606

Director

~~Vice Chairman:~~ Dennis Blitz

Address: 155 North Wacker Drive, Suite 900

Chicago, Illinois 60606

Director: William H. Cowan

Address: 180 North LaSalle Street, Suite 2901

Chicago, Illinois 60601

Director: Scott G. Kyle

Address: 155 North Wacker Drive, Suite 900

Chicago, Illinois 60606

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DIVISION OF CORPORATIONS  
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**B. Officers:**

President: Donnis Blitz  
Address: 155 North Wacker Drive, Suite 900  
Chicago, Illinois 60606

Vice President: Steven Krause  
Address: 155 North Wacker Drive, Suite 900  
Chicago, Illinois 60606

Secretary: William H. Cowan  
Address: 180 North LaSalle Street, Suite 2901  
Chicago, Illinois 60601

Treasurer: Steven Krause  
Address: 155 North Wacker Drive, Suite 900  
Chicago, Illinois 60606

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: CT CORPORATION SYSTEM  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. 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: *[Signature]*

12. 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.

13. *[Signature]*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William H. Cowan, Secretary  
(Name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State PAGE 1

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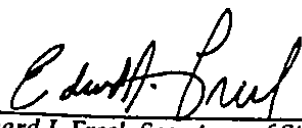
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEARBORN PUBLISHING GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Edward J. Freel, Secretary of State

AUTHENTICATION: 8255218

DATE: 12-20-96