



THE UNITED STATES
CORPORATION
COMPANY

F98000000589

ACCOUNT NO. : 07210000032

REFERENCE : 688347 7144175

AUTHORIZATION

Patricia P. P.

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 688347-005

CUSTOMER NO: 7144175

CUSTOMER: Ms. A Sheldon
Stallion Publications, Inc.
462 Broadway

900002418369--2

New York, NY 10013

FOREIGN FILINGS

NAME: C. & F. MAGAZINE DISTRIBUTORS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

FILED
98 FEB -2 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 FEB -2 PM 12:22
DIVISION OF CORPORATION
22/2

ID:

JAN 28 '98

17:17 No.016 P.02

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. C. E. F. Magazine Distributors, 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. New York

(State or country under the law of which it is incorporated)

3. 13-3353512

(FEI number, if applicable)

4. 3/17/86

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.155, F.S.))

7. 462 BROADWAY

NEW YORK NY 10013

(Current mailing address)

8.

SALE & DISTRIBUTION OF MAGAZINES & BOOKS

(Purpose 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 Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Vicki Schreiber

VICKI SCHREIBER

ASSISTANT VICE PRESIDENT

(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.

FILED
98 FEB - 2 PM 2:30
TALLAHASSEE, FL
SECRETARY OF STATE

ID:

JHN 28 '98

17:18 No.016 P.05

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: GEORGE MAVETY

Address: 24 CHENOKES COURT

SPARTA NJ 07871

Director: _____

Address: _____

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

President: GEORGE MAVETY

Address: 24 CHENOKES COURT

SPARTA NJ 07871

Vice President: _____

Address: _____

Secretary: ANNE SHELDON

Address: 110 CATON AVE, APT 6K

BROOKLYN NY 11218

Treasurer: _____

Address: _____

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

13. Anne Sheldon

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

14. ANNE SHELDON SECRETARY

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

FILED
98 FEB -2 PM 12:30
SEC. OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State ss:

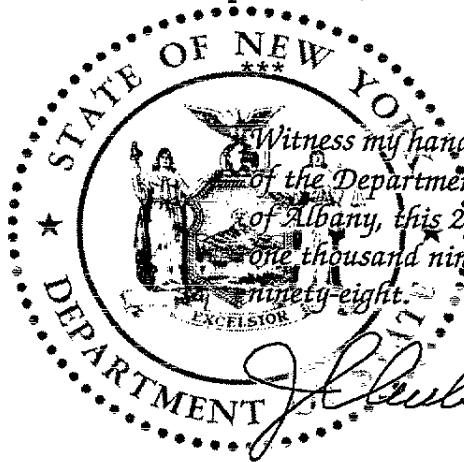
I hereby certify, that the certificate of incorporation of C. & F. MAGAZINE DISTRIBUTORS, INC. was filed on 03/17/1986, under the name of MONT VERDE, LTD., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MONT VERDE, LTD., changing name to MMG SERVICES, INC., was filed 03/09/1987.

A Certificate of Amendment MMG SERVICES, INC., changing name to STALLION PUBLICATIONS, INC., was filed 03/30/1989.

A Certificate of Amendment STALLION PUBLICATIONS, INC., changing name to C. & F. MAGAZINE DISTRIBUTORS, INC., was filed 01/26/1998.

The Corporation Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of January
one thousand nine hundred and
ninety-eight.

Special Deputy Secretary of State

199801270194 38

FILED
98 FEB -2 PM 12:30
TALLON
SECRETARY OF STATE
FLORIDA