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February 11, 1998

Mr. Hart Collins
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Isis Publishing Limited, Inc.

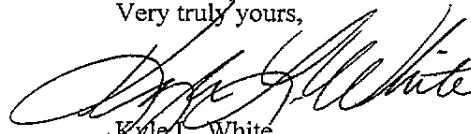
Dear Mr. Collins:

In accordance with our telephone conversation of January 21, 1998, enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation, together with a Certificate of Existence from the Registrar of Companies for England and Wales, and a check from this law firm in the amount of \$78.75 to cover your fees as follows: filing fee, \$35.00; designation of registered agent, \$35.00; and certificate of status, \$8.75.

Please file this document immediately upon receipt. It is my understanding from our conversation, and a subsequent conversation with Mike in your office, that the late filing penalties will be waived since this document is being filed prior to March 1, 1998.

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,



Kyle L. White
Legal Assistant to
Barry L. Goff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 PM 1:17
H 2/12

KLW:
Enclosures
069096/55520/61327

**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. ISIS PUBLISHING LIMITED, 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. England 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/15/92 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____

Post Office Box 195758, Winter Springs, FL 32719-5758

(Current mailing address)

8. Audio Book Publishing and Distribution
(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 Box NOT acceptable)**

Name: James Diamond

Office Address: 1255 Belle Avenue, Suite 142

Winter Springs, Florida, 32708
(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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SECRETARY OF STATE
DIVISION OF CORPORATION
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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: _____

Address: _____

Director: _____

Address: _____

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

President: John Durrant

Address: 82, GYNSHAM ROAD, RITLEY
OXFORD, ENGLAND OX2 9BX

Vice President: _____

Address: _____

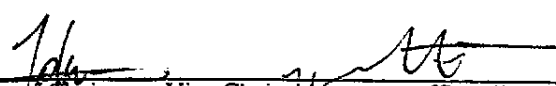
Secretary: MARK ROSS TELFER

Address: DAYS HOUSE, WESTCOT, WINDAGE
OXFORDSHIRE, ENGLAND OX12 9QB

Treasurer: _____

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. John Durrant, PResident
(Typed or printed name and capacity of person signing application)



THE COMPANIES ACT 1985

The Registrar of Companies for England and Wales hereby certifies that

ISIS PUBLISHING LIMITED

was incorporated under the **Companies Act 1985**

as a limited company on the **16th June 1992**

Given at Companies House, Cardiff

the **4th February 1998**

No. **2723226**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Jmmayor
MRS. J. M. MAYOR
for the Registrar of Companies