

F98000005214



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 959353 4339006

AUTHORIZATION : Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 959353-010

CUSTOMER NO: 4339006

CUSTOMER: Ms. Karin Jacobson
Bertelsmann Inc.
1540 Broadway
24th Floor
New York, NY 100364098

600002640666--4

w98-21126

FOREIGN FILINGS

NAME: OFFSET PAPERBACK MANUFACTURERS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☐ CERTIFIED COPY
- ☒ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

RECEIVED
98 SEP 16 AM 10:30
DIVISION OF CORPORATION
FILED
9/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 SEP 17 AM 9:54

DIVISION OF CORPORATION

September 16, 1998

CSC
ATTN: JANICE VANDERSLICE

RESUBMIT

Please give original
submission date as file date.

SUBJECT: OFFSET PAPERBACK MFRS., INC.
Ref. Number: W98000021126

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00046889

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. Offset Paperback Mfrs., 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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-1873471
(FEI number, if applicable)
4. May 18, 1972
(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 817.155, F.S.))
7. Route 309, Dallas Memorial Highway

Dallas, PA 18612

(Current mailing address)

To do any lawful act concerning any or all lawful business for which corporations may be formed under the Pennsylvania Business Corporation Law

8. (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: 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: Carol K. Dolor CAROL K. DOLOR
(Registered agent's signature) AUTHORIZED REPRESENTATIVE

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
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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Michael J. Gallagher

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

14. Michael J. Gallagher, President and Chief Executive Officer

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

FILED
98 SEP 16 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors, Officers Report

OFFSET PAPERBACK MFRS., INC.

Tuesday, August 18, 1998

DIRECTORS

Michael J. Gallagher **Director**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

Wayne D. Taylor **Director**
Primary Address: c/o Berryville Graphics
25 Springsbury Road
P.O. Box 272
Berryville, VA 22611

OFFICERS

Michael J. Gallagher **President and Chief Executive Officer**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

Joseph Makarewicz **Executive Vice President**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

Wilhelm Mickelsen **Senior Vice President, Sales**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

Richard R. Pincofski **Vice President, Finance and Treasurer**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

William L. Rogers **Vice President - Engineering and Assistant Secretary**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

Joseph Makarewicz **Secretary**
Primary Address: Dallas Memorial Highway
Route 309
Dallas, PA 18612

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

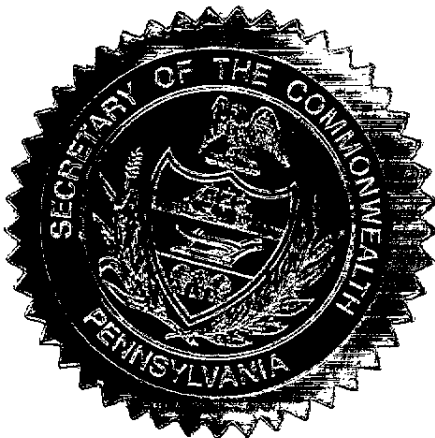
SEPTEMBER 14, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT, _

OFFSET PAPERBACK MFRS., INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein. _



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, appearing to read "G. L. Kane".

Secretary of the Commonwealth

CFEN

FILED
98 SEP 16 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA