



THE UNITED STATES
CORPORATION
COMPANY

F99000000559

ACCOUNT NO. : 072100000032

REFERENCE : 114611 4804310

AUTHORIZATION

COST LIMIT : \$200.00

Patricia Piquito

ORDER DATE : January 27, 1999

ORDER TIME : 3:56 PM

ORDER NO. : 114611-005

CUSTOMER NO: 4804310

000002757950--7

CUSTOMER: Alex Lopez, Legal Asst
Walter Conston Alexander &
90 Park Avenue
14th Floor
New York, NY 10016

W99-2290

FOREIGN FILINGS

NAME: GRUNER + JAHR USA GROUP, 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: Robert Maxwell

FILED
99 JAN 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 JAN 28 PM 4:42
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
99 JAN 29 AM 9:57
DIVISION OF CORPORATION

January 29, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GRUNER + JAHR USA GROUP, INC.
Ref. Number: W99000002290

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

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00003981

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. GRUNER + JAHR USA GROUP, 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. 13-3230277
(FEI number, if applicable)
4. June 27, 1984
(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. 375 Lexington Avenue
New York, New York 10017

- (Current mailing address)
- To engage in any kind of publishing business as well as investment in other companies regardless of types, and in any activities in which a corporation may lawfully engage.
8. may lawfully engage
(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida

32302
(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. Doherty

(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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99 JAN 29 AM 10:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Schedule A

Gruner + Jahr USA Group, Inc.

Directors

<u>Name</u>	<u>Address</u>
Gerd Schulte-Hillen	Am Baumwall 11 Hamburg, Germany
Martin Schuster	375 Lexington Avenue New York, New York 10017

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TALLAHASSEE, FLORIDA

Officers

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Gerd Schulte-Hillen	Am Baumwall 11 Hamburg, Germany
Executive Vice President	Dr. Martin Schuster	375 Lexington Avenue New York, New York 10017
Executive Vice President	Arno Buchholz	375 Lexington Avenue New York, New York 10017
Executive Vice President	Axel Ganz	375 Lexington Avenue New York, New York 10017
Executive Vice President	John Heins	375 Lexington Avenue New York, New York 10017
Secretary	Henry S. Conston	90 Park Avenue New York, New York 10016

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: _____

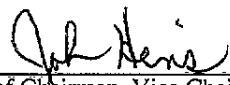
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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 Heins, Executive Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRUNER + JAHR USA 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 TWENTY-SEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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99 JAN 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2038671 8300

DATE:

9544195

991033876

01-27-99