

Document Number Only

F99000002496

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

600002875466--5  
-05/14/99-01062-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Primedia Workplace Learning, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

99 MAY 14 PM 2:26

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

05/14/99

F99-2496

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

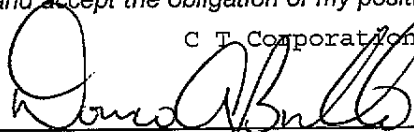
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. PRIMEDIA Workplace Learning, 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. Texas  
(State or country under the law of which it is incorporated)
3. 752110878  
(FEI number, if applicable)
4. May 14, 1986  
(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 817.156, F.S.))
7. c/o PRIMEDIA, Inc., 745 5th Ave., New York, New York 10151  
(Current mailing address)
8. Business activities are related to broadcasting and education. Product are news and video related  
(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:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

DOMENIC A. BORRIELLO

Special Assistant Secretary

(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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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. Stephen Verlin, Vice President

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

**PRIMEDIA Workplace Learning, Inc.**  
**OFFICERS AND DIRECTORS**

<u>Name and Title</u>	<u>Address</u>	<u>Term Expires</u>
William F. Reilly* Chairman & CEO	26 Shinnecock Road Quogue, NY 11959	When successor is elected & qualified
Charles G. McCurdy* Vice Chairman	1158 Fifth Avenue New York, NY 10029	(same as above)
Beverly C. Chell* Vice Chairman, General Counsel & Secretary	21 Bluewater Hill Westport, CT 06880	(same as above)
Curtis A. Thompson Vice President & Controller	18 Knollwood Lane RR 1, Box 195P Cold Spring, NY 10516	(same as above)
Stephen J. Verlin Vice President	340 East 64th Street New York, NY 10021	(same as above)
Robert Johnston Vice President	9513 Cliffside Drive Irving, TX 75063	(same as above)
Peter Gudmundsson COO	3805 Centenary Drive Dallas, TX 75225	(same as above)
Nicholas Paccione Vice President, Operations	18916 Forston Avenue Dallas, TX 75252-2555	(same as above)
Douglas Smith Vice President & Treasurer	3 Lori Lane Norwalk, CT 06851	(same as above)
Michaelanne Discepolo Vice President	46 Wolf Hill Road Melville, NY 11747	(same as above)
Mark Colodny Vice President	59 East 92nd Street New York, NY 10128	(same as above)
Domenic Maggio Vice President	4 Martine Avenue White Plains, NY 10606	(same as above)
Ann Riposanu Vice President & Assistant Secretary	308 East 79th Street New York, NY 10021	(same as above)

\*Also a director of the company



# The State of Texas

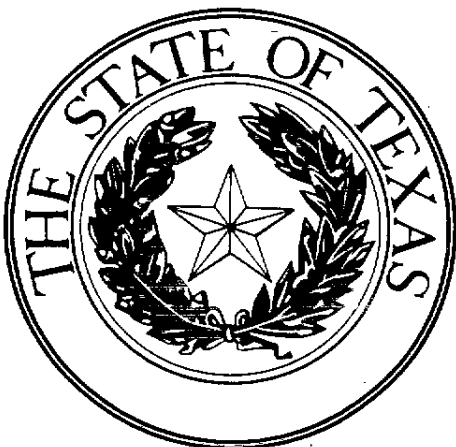
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

PRIMEDIA WORKPLACE LEARNING, INC.  
File No. 796869-0

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on May 12, 1999.*



 DLM

Elton Bomer  
Secretary of State