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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

CORPORATION(S) NAME

200002890922--2
-06/01/99--01097--014
*****70.00 *****70.00

Minerva Publishing Co.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
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THANK YOU ! CONNIE BRYAN

JUN - 1 1999

**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. Minerva Publishing Co.

(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. Applied For

(FEI number, if applicable)

4. 5/4/99

(Date of incorporation)

5. Perpetual

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

6. N/A - Will begin transacting business sometime after authorisation

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1001 Brickell Bay Drive, Suite 2310, Miami, Florida 33131

(Current mailing address)

8. Any lawful purpose for which a corporation may be formed under the Florida Business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Corp. Act and, specifically, to publish books.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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.

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: Mark Sykes

Address: 47 Eaton Square

London SW1 W 9 BD UK

Vice Chairman: David Moore

Address: 12A, 69 Princes Gate

London SW1 ZPA UK

Director: Mark Sykes

Address: 47 Eaton Square

London SW1 W 9 BD UK

Director: David Moore

Address: 12A, 60 Princes Gate

London SW7 ZPA UK

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

President: David Moore

Address: 12A, 69 Princes Gate

London SW7 ZPA UK

Vice President: Mark Sykes

Address: 47 Eaton Square

London SW1 W 9 BD UK

Secretary: David Moore

ASS'T. SECRETARY: Charles L. Rosenblum

Address: 12A, 69 Princes Gate

245 Fischer Ave.

Suite B-4

Costa Mesa, CA 92626

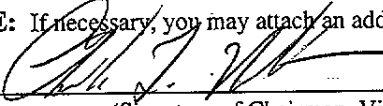
London SW7 ZPA UK

Treasurer: Mark Sykes

Address: 47 Eaton Square

London SW1 W 9 BD UK

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. Charles L. Rosenblum, Assistant Secretary

(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 "MINERVA PUBLISHING CO." 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 FIFTH DAY OF MAY, A.D. 1999.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9725456

05-05-99