



THE UNITED STATES
CORPORATION
COMPANY

F99000005138

ACCOUNT NO. : 072100000032

REFERENCE : 395570 4332209

AUTHORIZATION :

COST LIMIT :

\$ 78.75

Patricia Pruitt

ORDER DATE : October 1, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 395570-005

100003005501--5

CUSTOMER NO: 4332209

CUSTOMER: Ms. Joanne Drogemuller.
The Thomson Corporation
One Station Place
Metro Center
Stamford, CT 06902

FOREIGN FILINGS

NAME: THOMSON NEWSPAPERS HOLDING
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -5 PM 3:47

RECEIVED
59 OCT -5 AM 10:42

BK 10/5/99

**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. THOMSON NEWSPAPERS HOLDING CORPORATION
(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 3. 36-2961065
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 25, 1977 5. PERPETUAL
(Date of incorporation) (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. ONE STATION PLACE, 6TH FLOOR
STAMFORD, CONNECTICUT 06902
(Current mailing address)

8. HOLDING COMPANY FOR NEWSPAPER OPERATIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in 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: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
as its agent

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)

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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: _____

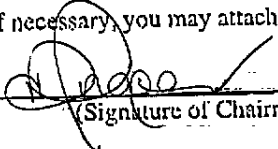
Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. JOANNE B. DROEMULLER ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)FILED
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Officers & Directors Rider

Directors

Stuart M. Garner
290 Harbor Drive
Stamford, CT 06902

Michael S. Harris
One Station Place, 6th Floor
Stamford, CT 06902

Thomas Hay
290 Harbor Drive
Stamford, CT 06902

Officers

Edward A. Friedland
One Station Place, 6th Floor
Stamford, CT 06902

Vice President & Assistant Secretary

Steven A. Moll
One Station Place, 6th Floor
Stamford, CT 06902

Assistant Secretary

Garry A. Berger
One Station Place, 6th Floor
Stamford, CT 06902

Vice President & Assistant Secretary

Kenneth A. Carson
One Station Place, 6th Floor
Stamford, CT 06902

Assistant Secretary

Michael R. Doody
65 Queen Street West
Toronto, ON M5H 2M8

Assistant Secretary

Joanne B. Drogemuller
One Station Place
Stamford, CT 06902

Assistant Secretary

Dawn L. Ehlers
One Station Place
Stamford, CT 06902

Assistant Secretary

Michael S. Harris
One Station Place
Stamford, CT 06902

Vice President & Secretary

Thomas Hay
290 Harbor Drive
Stamford, CT 06902

Sr. Vice President & CFO

David J. Hulland
One Station Place
Stamford, CT 06902

Vice President & Assistant Secretary

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Leslie Ilaw
One Station Place
Stamford, CT 06902

Vice President & Assistant Secretary

Peter McClain
290 Harbor Drive
Stamford, CT 06902

Senior Vice President, Human Resources

Amy Meltzer Hughson
One Station Place
Stamford, CT 06902

Assistant Secretary

Shari A. Sacks
One Station Place
Stamford, CT 06902

Vice President & Assistant Secretary

James W. Schroeder
One Station Place
Stamford, CT 06902

Vice President

James Smith
290 Harbor Drive
Stamford, CT 06902

Sr. Vice President, Operations

Steven B. Strout
290 Harbor Drive
Stamford, CT 06902

Vice President, Information Technology

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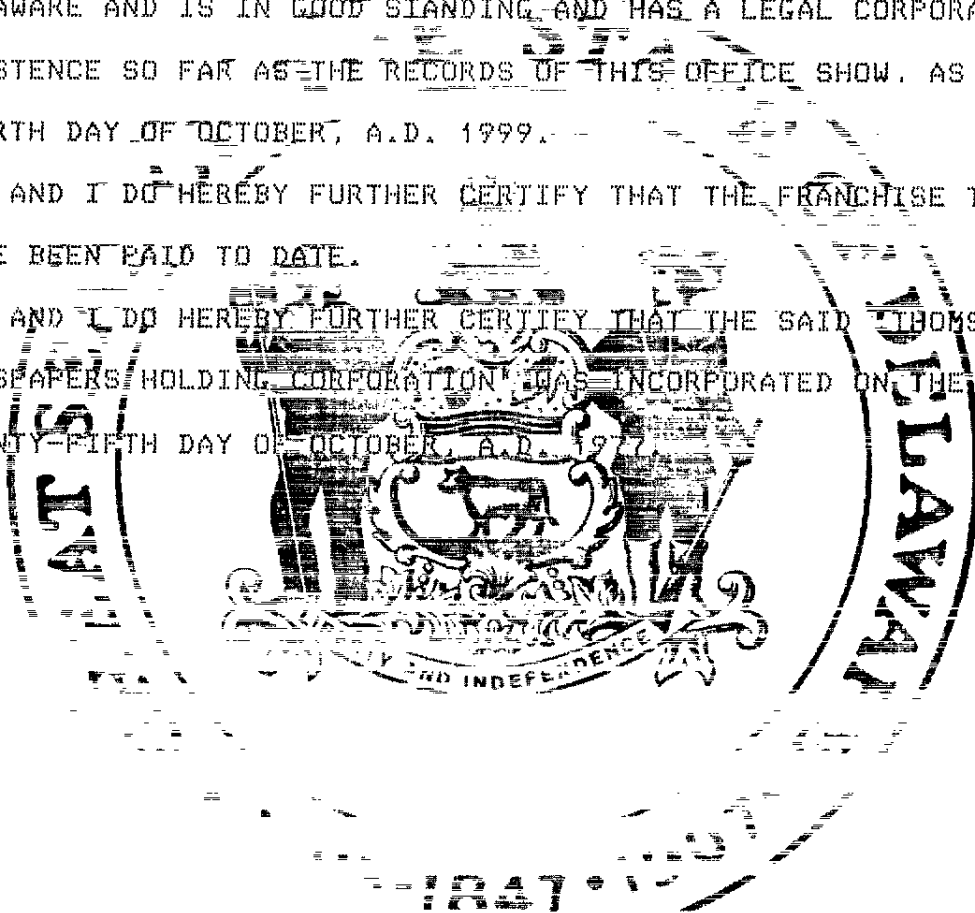
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THOMSON NEWSPAPERS HOLDING CORPORATION" 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 FOURTH DAY OF OCTOBER, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID THOMSON NEWSPAPERS HOLDING CORPORATION WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1977.



Edward J. Freel

Edward J. Freel, Secretary of State

0845023 - 8300

AUTHENTICATION:

0005638

991416544

DATE:

10-04-99