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City State Zip Phone

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CORPORATION(S) NAME

United Parenting Publications, Inc.

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LAURA EARNEST

BK

12/20/99

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

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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. United Parenting Publications, 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. 52-2059811 (FEI number, if applicable)

4. September 25, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 15400 Knoll Trail #400, Dallas, Texas 75248

(Current mailing address)

8. Advertising sales and distribution of free to the public periodicals.
(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
Randy A. Shelley
(Registered agent's signature) (Officer)
RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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. Karen J. Guest U-P/Secy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karen J. Guest, Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM

**UNITED PARENTING PUBLICATIONS, INC.
A DELAWARE CORPORATION**

OFFICERS & DIRECTORS
(as of 12/99)

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<u>NAME</u>	<u>TITLE</u>	<u>DIR.</u>	<u>SS#</u>	<u>RES. ADDRESS</u>
Nigel A. Donaldson	Pres. & CEO	Yes	635-10-2973	3030 McKinney, #806 Dallas, TX 75204
Jennifer LePage	CFO/ Treasurer	Yes	298-54-2076	9509 Loma Vista Dr. Dallas, TX 75243
Richard Davey		Yes	628-24-4819	2824 Pinehurst Plano, TX 75075
Karen J. Guest	V.P./Secretary	No	522-62-1406	5619 Walnut Springs Ct. Dallas, TX 75252
Richard M. Block	V.P./Dir of Tax	No.		32 Union Sq. East, 5 th Floor, NY, NY 10003

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 "UNITED PARENTING PUBLICATIONS, 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 SIXTEENTH DAY OF DECEMBER, 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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2800686 8300

991543845

AUTHENTICATION:

0146891

DATE:

12-16-99