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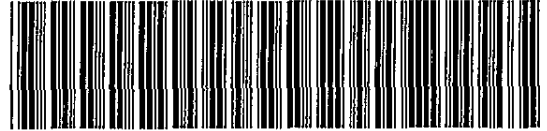
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 333571 7159174
AUTHORIZATION : *Patricia Tye*
COST LIMIT : \$ 160.00

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ORDER DATE : April 25, 2005
ORDER TIME : 12:06 PM
ORDER NO. : 333571-015
CUSTOMER NO: 7159174
CUSTOMER: Catherine Mcdermott
Hogan & Hartson L.L.p.
875 Third Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: HARPERCOLLINS PUBLISHERS
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

Sara Lee
CONTACT PERSON: ~~Troy Todd~~ -- EXT# 2914

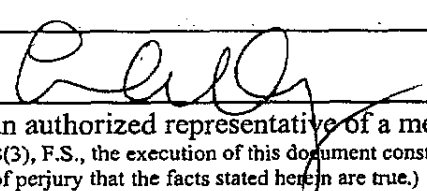
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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HARPERCOLLINS PUBLISHERS L.L.C.
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-257 2391
(FEI number, if applicable)
4. 3/11/05
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/11/05
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 10 EAST 53RD STREET
NEW YORK, NY 10022
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
SEE ATTACHED LIST
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: PUBLISHING


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

LAURA O'LEARY

Typed or printed name of signee

Officers of HarperCollins Publishers L.L.C.

Name and Title:

Business Address:

Jane Friedman
President and Chief Executive
Officer

HarperCollins Publishers L.L.C.
10 East 53rd Street
New York, NY 10022

Glenn D'Agnes
Executive Vice President and
Chief Operating Officer

HarperCollins Publishers L.L.C.
10 East 53rd Street
New York, NY 10022

John Nallen
Executive Vice President

News Corporation
1211 Avenue of the Americas
New York, NY 10036

Brian Murray
Group President, HarperCollins
General Books Group and HC Canada,
Australia and New Zealand

HarperCollins Publishers L.L.C.
10 East 53rd Street
New York, NY 10022

Susan Katz
President, HarperCollins Children's Books

HarperCollins Children's Book Group
1350 Avenue of the Americas
New York, NY 10019

Bruce Ryskamp
President, The Zondervan Corporation L.L.C.

The Zondervan Corporation L.L.C.
5300 Patterson Avenue SE
Grand Rapids, MI 49530

Victoria Barnsley
Chief Executive Officer and Publisher,
HarperCollins UK

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77-85 Fulham Palace Road
Hammersmith
London W6 8JB

David Kent
President, HarperCollins Canada

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Toronto, Ontario M4W 1A8

Robert Gorman
President, HarperCollins Australia,
HarperCollins New Zealand

HarperCollins Australia
25 Ryde Road (PO Box 321)
Pymble, NSW 2073
Australia

Michael Morrison
Executive Vice President and President
& Group Publisher- Harper/Morrow

HarperCollins Publishers L.L.C.
10 East 53rd Street
New York, NY 10022

Janet Gervasio
Senior Vice President, Chief
Financial Officer, Treasurer

HarperCollins Publishers L.L.C.
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New York, NY 10022

Gregory Giangrande
Senior Vice President, Chief
Human Resources Officer

HarperCollins Publishers L.L.C.
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Christopher L. Goff
Senior Vice President, General Counsel
and Secretary

HarperCollins Publishers L.L.C.
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New York, NY 10022

Lisa Herling
Senior Vice President, Director of
Corporate Communications

HarperCollins Publishers L.L.C.
10 East 53rd Street
New York, NY 10022

Lawrence Nevins
Senior Vice President Operations/Supply
Chain

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New York, NY 10022

Joseph Franceschelli
Senior Vice President Distribution Operations

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New York, NY 10022

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Vice President, Assistant Secretary

News Corporation
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Assistant Secretary

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Michelle Francis
Assistant Secretary

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1211 Avenue of the Americas
New York, NY 10036

Laura O'Leary
Assistant Secretary

News Corporation
1211 Avenue of the Americas
New York, NY 10036

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HARPERCOLLINS PUBLISHERS L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: 

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARPERCOLLINS PUBLISHERS L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARPERCOLLINS PUBLISHERS L.L.C." WAS FORMED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1987.

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

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



2122011 8300

050331025

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3833918

DATE: 04-25-05