



THE UNITED STATES  
CORPORATION  
COMPANY

# M97000000011

ACCOUNT NO. : 072100000032

REFERENCE : 215272 4305845

AUTHORIZATION :

COST LIMIT : \$ ~~140.00~~

*Patricia Pyzdek*

ORDER DATE : January 8, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 215272-005

CUSTOMER NO: 4305845

100002055451--4

CUSTOMER: Mr. Joshua Feldman  
Willkie, Farr & Gallagher  
153 East 53rd Street  
One Citicorp Center  
New York, NY 10022

FOREIGN FILINGS

NAME: CRC PRESS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 18 PM 2:57

*File 228*

RECEIVED  
97 JAN 13 AM 11:24  
DIVISION OF CORPORATION

*PK 11 13*

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

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

1. CRC Press LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0715548

(FEI number, if applicable)

4. December 19, 1996

(Date of Organization)

5. 2046

(Duration: Year limited liability company will ~~close~~ operate or "perpetual")

6. 1-13-97

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.)

7. 2000 Corporate Boulevard, N.W.

Boca Raton, Florida 33431

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.  
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Information Ventures LLC</u>	<u>MGRM</u>	_____	_____
<u>988 Lexington Avenue</u>		_____	
<u>New York, NY 10017</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

**Filing Fee: \$ 52.50 for Application**

FILED  
STATE  
SECRETARY OF CORPORATIONS  
JAN 13 PM 2:57

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CRC Press LLC

**deposes and says:**

- 1) the above named limited liability company has one member.
- 2) the total amount of cash contributed by the member(s) is \$ 2,500,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 20,000,000. A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 25,000,000. This total includes amounts from 2 and 3 above.

Joshua Jac Feldman  
Signature of a member or authorized representative

Signature of a member or authorized representative of a member  
(in accordance with section 606.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 13 PM 3:57  
part hereto

Contributed Property

The assets of TMP Holdings, Inc. formerly known as CRC Press,  
Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 13 PM 2:51

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CRC Press LLC

2. The name and address of the registered agent and office is:

Mason Slaine

(Name)

2000 Corporate Boulevard, N.W.

(P.O. Box or Mail Drop Box NOT acceptable)

Boca Raton, FL 33431

(City/State/Zip)

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JAN 13 PM 2:51

*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.*

By: 

(Signature)

January 9, 1997

(Date)

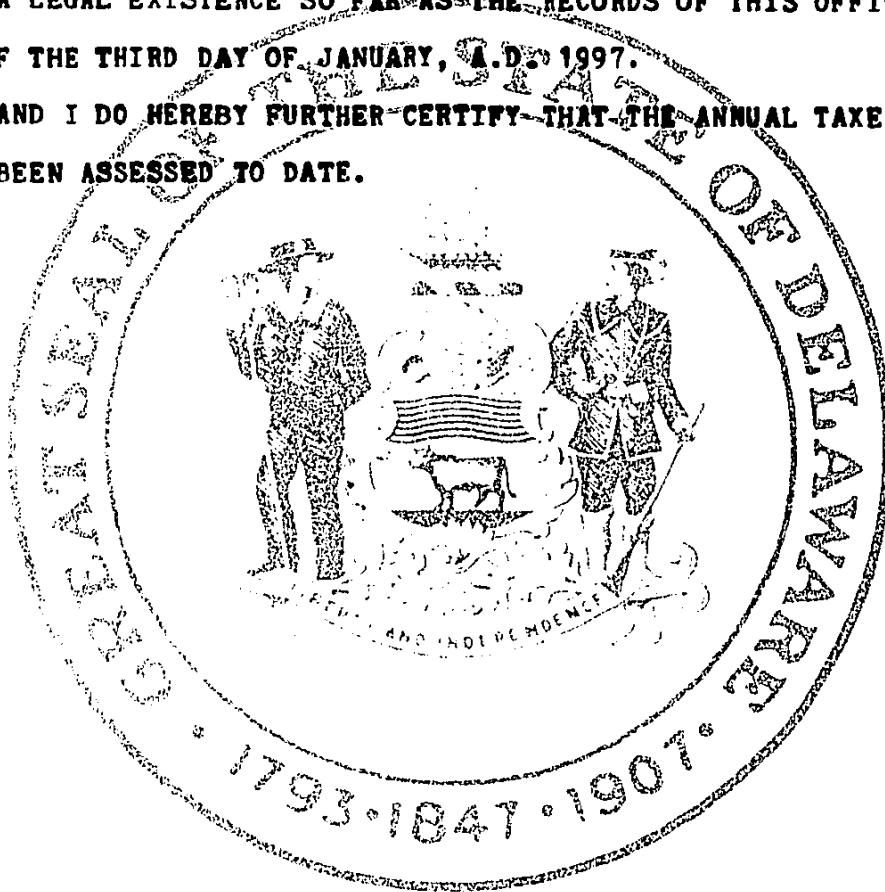
**Filing Fee: \$ 35 for Designation of Registered Agent**

*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 "CRC PRESS LLC" 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 THIRD DAY OF JANUARY, A.D. 1997.

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



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Edward J. Freel, Secretary of State

8270426

AUTHENTICATION:

DATE:

01-03-97