

P25143

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Grolier Telemarketing, Inc.

FILED
2002 JUL 30 AM 11:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

300006757903--4
-07/30/02--01020--022
*****35.00 *****35.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input checked="" type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JUL 30 AM 11:05
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/30/02

Order#: 5482492

CB

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette JUL 30 2002

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : GROLIER TELEMARTETING, INC.
2. The mailing address of the corporation : 90 Old Sherman Turnpike, c/o Tax Department, Danbury, CT. 06816

3. Date of incorporation/qualification: July 11, 1989 Document number: P25143

4. The name and address of the current registered agent and office:

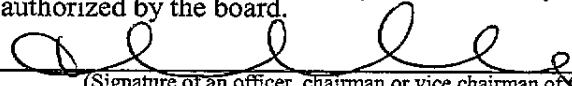
Faye Whaley
HWY 77 Mowat Road
Lynn Haven, FL 32444

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road,
Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

7/15/02
(Date)

Teresa M. Connelly, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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

By: 
(Signature of Registered Agent)

7/30/02
(Date)

If signing on behalf of an entity:

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Typed or Printed Name)

(Capacity)

* * * FILING FEE: \$35.00 * * *