

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Mar 25 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P27960
1. Corporation Name

EDUCATIONAL MANAGEMENT GROUP, INC.

Principal Place of Business 6710 E. CAMELBACK STE 100 SCOTTSDALE, AZ 85251	Mailing Address c/o PHILIPPE P. DAUMAN VIACOM INC. 1515 BROADWAY NEW YORK, NY 10036
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3. Date Incorporated or Qualified 01/26/1990	3a. Date of Last Report 01/24/1995
4. FEI Number 37-1237858	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYES STREET
TALLAHASSEE, FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input type="checkbox"/> DELETE	NAME	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME
STREET ADDRESS	CITY - ST - ZIP	1.2 NAME	1.3 STREET ADDRESS
1.1 TITLE <input type="checkbox"/> DELETE	NAME	1.4 CITY - ST - ZIP	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY - ST - ZIP	2.2 NAME	2.3 STREET ADDRESS
1.2 TITLE <input type="checkbox"/> DELETE	NAME	2.4 CITY - ST - ZIP	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY - ST - ZIP	3.2 NAME	3.3 STREET ADDRESS
1.3 TITLE <input type="checkbox"/> DELETE	NAME	3.4 CITY - ST - ZIP	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY - ST - ZIP	4.2 NAME	4.3 STREET ADDRESS
1.4 TITLE <input type="checkbox"/> DELETE	NAME	4.4 CITY - ST - ZIP	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY - ST - ZIP	5.2 NAME	5.3 STREET ADDRESS
1.5 TITLE <input type="checkbox"/> DELETE	NAME	5.4 CITY - ST - ZIP	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	CITY - ST - ZIP	6.2 NAME	6.3 STREET ADDRESS
1.6 TITLE <input type="checkbox"/> DELETE	NAME	6.4 CITY - ST - ZIP	6.4 CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made on a document that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  3/7/97 212-258-6874
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

Ilene W. Stack, Assistant Secretary

CR2E034 (9/96)

Educational Management Group, Inc.

pg. 282

Directors

Philippe P. Dauman	1515 Broadway, New York, NY 10036
Jonathan Newcomb	1230 Avenue of the Americas, New York, NY 10020
George S. Smith, Jr.	1515 Broadway, New York, NY 10036

Officers

Executive Vice President

Jonathan Newcomb
1230 Avenue of the Americas
New York, NY 10020

Executive Vice President and Secretary

Philippe P. Dauman
1515 Broadway
New York, NY 10036

Senior Vice President and Chief Financial Officer

George S. Smith, Jr.
1515 Broadway
New York, NY 10036

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036