

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

(1) EXACT CORPORATE NAME

THE PRINCELL HALL CORPORATION SYSTEM

(2) RECORD NO. 65610

DUE JUNE 30, 1989

(3) STATE OF INCORPORATION

DELAWARE

(4) DATE OF INCORP. OR CERT. OF AUTH.

08-30-46

(5) REGISTERED AGENT'S REGISTERED ADDRESS

(5B) CORRECTED AGENT OR AGENTS ADDRESS

(6) FILING FEE \$

15.00

(SEE *)

WILLIAM C. JENNISON

320 W. MAIN STREET

FRANKFORT, KENTUCKY 40601

AGENT MUST VERIFY ACCEPTANCE OF NEW APPOINTMENT BY SIGNATURE

*(Stock corporation add \$10.00. Non-stock corporation add \$5.00 if changing line (5) or (5B)).

ANY CHANGE MADE TO THE AGENT OR AGENTS ADDRESS AFTER THE ANNUAL REPORT FILING

MUST BE MADE ON FORMS OBTAINED FROM THIS OFFICE

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT

AUTHORIZED SIGNATURE

W. Byrd

TITLE Assistant Vice Pres. PHONE (203) 847-9101

I consent to serve as new registered agent for the corporation
Corporation's registered office is identical to my business address

AGENT'S SIGNATURE _____

(7B) CORRECTED PRINCIPAL OFFICE ADDRESS

Paramount Communications, Inc.
Ft. A. Gulf Western, Inc.
(Same Address)

(7) PRINCIPAL OFFICE ADDRESS

101 MARKIFF TOWER PARK
P. O. BOX 2805
NORMAL, CT. 06850-5105

(Complete front and back page -- Make check payable to Kentucky State Treasurer -- Mail BOTH annual report form and check to BREMER EHRLER, SECRETARY OF STATE
P. O. Box 1150, Frankfort, Kentucky 40602-1150 (502-584-2848)

110448

THE PRENTICE-HALL CORPORATION SYSTEMS, INC.

OFFICERS:

Neil Campolungo	President	500 Central Avenue Albany, NY 12206	4/01/88
Charles W. Rosenberg	Executive Vice President	One Gulf+Western Plaza New York, NY 10023-7773	10/01/76
Nicholas Cannellos	Senior Vice President	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85
Dennis E. Howarth	Vice President	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85
Patrick M. Gonnelli	Vice President	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85
Arthur E. Newman	Vice President	Route 9-W, Sylvan Avenue Englewood Cliffs, NJ 07632	11/01/85
Paul Allersmeyer	Vice President	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85
Mark J. Lawless	Vice President and Assistant Secretary	Route 9-W, Sylvan Avenue Englewood Cliffs, NJ 07632	11/01/85
Stephen W. Craig	Vice President and Assistant Secretary	One Gulf+Western Plaza New York, NY 10023-7773	
Grant M. Dawson	Secretary	One Gulf+Western Plaza New York, NY 10023-7773	5/09/75
Ralph S. Brown, Jr.	Vice President and Assistant Secretary	One Gulf+Western Plaza New York, NY 10023-7773	
Raymond M. Nowak	Vice President and Assistant Secretary	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85
Susan H. Morrisroe	Vice President and Assistant Secretary	One Gulf+Western Plaza New York, NY 10023-7773	
Michael B. Estabrooks	Vice President and Treasurer	One Gulf+Western Plaza New York, NY 10023-7773	1/01/88
Anthony N. Briganti	Assistant Vice President Assistant Secretary	101 Merritt 7 Corp Park Norwalk, CT 06856-5035	11/01/85
Julius P. Cardosi	Assistant Vice President Assistant Secretary	101 Merritt 7 Corp Park Norwalk, CT 06856-5105	11/01/85
Ilene W. Stack	Assistant Secretary	One Gulf+Western Plaza New York, NY 10023-7773	11/01/85