

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BOB BABBAGE, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: 65618

DUE: June 30, 1994

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

THE PRENTICE HALL CORPORATION SYSTEM
% PRENTICE HALL CORP. SERV.
15 COLUMBUS CIRCLE
NEW YORK, NY 10023

(3) STATE OF INCORPORATION:

DELAWARE

JUN 30 1994

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

(4) DATE OF INCORPORATION OR
CERTIFICATE OF AUTHORITY:

08-30-46

059305

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

WILLIAM E. JOHNSON
326 W. MAIN STREET
FRANKFORT, KENTUCKY 40601

A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.

YES, PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT	STEPHEN W. ERAIG	15 COLUMBUS CIRCLE, NEW YORK 10023
VICE PRESIDENT	DENNIS E. HOWARTH	15 COLUMBUS CIRCLE, NEW YORK NY 10023
SECRETARY	GRANT M. DAWSON	15 COLUMBUS CIRCLE, NEW YORK NY 10023
TREASURER	MICHAEL B. ESTABROOKS	15 COLUMBUS CIRCLE, NEW YORK NY 10023
OTHER	**** PLEASE SEE THE ATTACHED RIDER ****	

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE)

AUTHORIZED SIGNATURE Dennis E. Howarth TITLE VICE PRESIDENT PHONE (212)-373-7609
DENNIS E. HOWARTH

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE _____

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

OFFICERS:

Stephen W. Craig	President	15 Columbus Circle New York, NY 10023-7773
Jonathan Newcomb	Executive Vice President	15 Columbus Circle New York, NY 10023-7773
Mark C. Morril	Senior Vice President	1230 Avenue of the Americas New York, NY 10020
George B. Costello	Vice President/ Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Harriet L. Goldberg	Vice President/ Asst. Secretary	Route 9-W, Sylvan Ave. Englewood Cliffs, NJ 07632
Dennis E. Howarth	Vice President	15 Columbus Circle New York, NY 10023-7773
Joseph Herbert	Vice President	15 Columbus Circle New York, NY 10023-7773
Dennis Tarzian	Vice President	Route 9-W, Sylvan Ave. Englewood Cliffs, NJ 07632
Grant M. Dawson	Secretary	15 Columbus Circle New York, NY 10023-7773
Melanie B. Genkin	Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Lori J. McBride	Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Michael F. Bartok	Vice President/ Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Ralph S. Brown, Jr.	Vice President/ Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Michael B. Estabrooks	Vice President/ Treasurer	15 Columbus Circle New York, NY 10023-7773
Susan H. Morrisroe	Vice President/ Asst. Secretary	15 Columbus Circle New York, NY 10023-7773

Raymond M. Nowak	Vice President/ Asst. Secretary	15 Columbus Circle New York, NY 10023-7773
Robert N. Pale	Asst. Vice President/ Asst. Secretary/ Asst. Treasurer	101 Merritt 7 Corp. Park Norwalk, CT 06856-5105
James V. Papa	Asst. Vice President/ Asst. Secretary/ Asst. Treasurer	101 Merritt 7 Corp. Park Norwalk, CT 06856-5105
Ilene W. Stack	Asst. Secretary	15 Columbus Circle New York, NY 10023-7773

Directors:

Andrew C. Evans		1230 Avenua of the Americas New York, NY 10020
Mark C. Morril		1230 Avenue of the Americas New York, NY 10020
Richard E. Snyder		1230 Avenue of the Americas New York, NY 10020

SUPPLEMENTAL LIST OF OFFICERS

Lisa Cooley	Asst. Vice President	170 Washington Ave. Albany , NY 12201
Carol O'Brien	Asst. Vice President	500 Central Avenue Albany, NY 12206-2290
Joe Winrich	Asst. Secretary	801 Brickell Avenue, Ste. 935 Miami, FL 33131
Charles Coyle	Asst. Vice President	66 Luckie Street, Ste.#604 Atlanta , Ga 30303
Ellen Melnick	Asst. Secretary	66 Luckie Street, Ste.#604 Atlanta , Ga 30303
Jan Leman	Asst. Secretary	Parkview Office Bldg. 4664 Jamestown Avenue, Ste: 135 Baton Rouge, LA 70808

Robert Porcelli	Asst. Secretary	84 State Street Boston , MA 02109
Jay Robbins	Asst. Vice President	84 State Street Boston MA 02109
Betsy Gould	Asst. Secretary	502 E. John Street, Rm E Carson City, NV 08906
Bernadette Fahy	Asst. Vice President	33 No. La Salle Street , Ste.1925 Chicago , IL 60602
Kim Kurzeniec	Asst. Secretary	33 No. La Salle Street , Ste.1925 Chicago , IL 60602
Franci Snow	Asst. Secretary	16 East Broad Street , Ste. 1925 Columbus, Ohio 43215
Tony Alexander	Asst. Vice President	400 N. St. Paul, Ste. 1025 Dallas Texas 75201
Joseph Canham	Asst. Vice President	400 N. St. Paul , Ste. 1025 Dallas Texas 75201
Roger Brown	Asst. Vice President	1 Civic Center Plaza 1560 Broadway, Ste. 620 Denver CO 80202
Bettye Ann Havelow	Asst. Vice President	32 Loockerman Square, Ste.L100 Dover DE 19901
Kay Stubbs	Asst. Secretary	32 Loockerman Square, Ste. L100 Dover, DE 19901
Karen Dyer	Asst. Secretary	100 Pine Street, Ste. 330 Harrisburgh, PA 17101
Jamie Hall	Asst. Vice President	30 High Street Hartford CT 06103
Howard Volz	Asst. Vice President	600 Tavis, Ste. 2160 Houston, TX 77002
Robin Platt	Asst. Vice President	18200 Von Karman, Ste. 100 Irvine, CA 92715
Marlene Ryan	Asst. Secretary	5670 Wilshire Blvd., Ste. 750 Los Angeles , CA 90036

Charles Baciet	Asst. Vice President	4100 Newport Place Newport Beach, CA 92660
Cassandra Antonetz	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Paul Allersmeyer	Vice President	15 Columbus Circle New York, NY 10023-7773
Carol Glospie	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
John Hoanigmann	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Richard Kushay	Asst. Vice President & Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Dale K. Marvin	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Patrick O'Neil	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Sam Saleem	Asst. Secretary	15 Columbus Circle New York NY 10023-7773
Delia Taliento	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Merryl Wiener	Asst. Vice President	15 Columbus Circle New York, NY 10023-7773
Jennifer Duricek	Asst. Vice President	225 South 15th St. Philadelphia, PA 19102
Marie Buckley	Asst. Secretary	1455 Response Road, Ste. 250 Sacramento, CA 95815
Cameron Cook	Asst. Vice President	1455 Response Road, Ste. 250 Sacramento, CA 95815
Scott Sims	Asst. Vice President	433 California St., Ste. 830 San Francisco, CA 94104
Becky Milanio	Asst. Secretary	433 California St., Ste. 830 San Francisco, CA 94104
Brett Davis	Asst. Vice President	600 First Ave. , Ste. 500

		Seattle, WA 98104
Cynthia Herrera	Asst. Secretary	600 First Ave. , Ste. 500 Seattle, WA 98104
Rachel Searcy	Asst. Vice President	110 North Magnolia Tallahassee, FL 32301
Barbara Buckley	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Freddie Collins	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Gloria Barry	Asst. Vice President	1090 Vermont Ave., Ste. 430 Washington , DC 20005
Merridith Cramer	Asst. Secretary	830 Bear Tavern Road, Ste. 305 West Trenton, NJ 08628
Doreen Haeselin	Asst. Secretary	830 BearTavern Road, Ste. 305 West Trenton, NJ 08628
Jan Murphy	Asst. Vice President	830 BearTavern Road, Ste. 305 West Trenton, NJ 08628

SUPPLEMENTAL LIST OF LOCAL OFFICERS

Alabama	James M. Scott	57 Adams Ave. Montgomery, Alabama 36104-4045
Alaska	D. Elizabeth Cuadra	240 Main Street Juneau, Alaska 99801
Arizona	Garnet Swaine	7037 North 11th Street Phoenix, Arizona 85020
Arizona	Gloria Swaine	7030 North 11th Street Phoenix, Arizona 85020
Arkansas	John C. Calhoun, Jr.	One Riverfront Place, 18th FL. North Little Rock, Arkansas 72114
Colorado	Sherri McNabb	1400 Glenarm Place Denver, Colorado 80202

Hawaii	C.F. Damon, Jr.	Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813
Hawaii	Charles W. Key	Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813
Hawaii	Charles Bocken	Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813
Hawaii	Clinton K.L. Ching	Suite 1600 Pauahi Tower 1001 Bishop St. Honolulu, Hawaii 96813
Idaho	P. Craig Storti	877 Main Street Boise, Idaho 83702-5858
Indiana	William K. Byrum	600 Circle Tower Indianapolis, Indiana 46204
Iowa	Gregory J. Wilson	729 Insurance Exchange Building Des Moines, Iowa 50309
Kansas	Robert S. Johnson	534 South Kansas Ave. Ste. 1108 Topeka, Kansas 66603
Kentucky	Margaret Johnson	326 West Main Street Frankfort, Kentucky 40601
Louisiana	Harold H. Wedig	203 Carondelet Street New Orleans, Louisiana 70130-3017
Maine	Severin M. Beliveau	45 Memorial Circle Augusta, Maine 04330
Michigan	Barbara Sheldon	501 South Capitol Avenue Lansing Michigan 48933
Minnesota	Nevin R. Harwood	33 South Sixth Street, Multifood Tower Minneapolis, Minnesota 55402
Mississippi	Charles A. Brewer	506 South President Street Jackson, Mississippi 39201
Montana	Chadwick H. Smith	26 West Sixth Avenue Helena, Montana 59601
Nebraska	Warren C. Johnson	1900 First Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68508

Nebraska	Lauren W. Wismer	1900 first Tier Bank Building 233 South 13th Street Lincoln, Nebraska 68508
New Mexico	Stephen G. Hughes	121 East Palace Avenue Santa Fe, New Mexico 87501
North Carolina	Thomas D. Bunn	327 Hillsborough Street Raleigh, North Carolina 27603
North Dakota	John A. Zuger	316 North Fifth Street Bismark, North Dakota 58501
Ohio	David R. Alban	380 South 5th Street Columbus, Ohio 43215-5436
Oklahoma	Gary L. Parrish	115 S.W. 89th Street Oklahoma City, OK 73139-8511
Pennsylvania	W. Jeffry Jamouneau	100 Pine Street Harrisburg, Pennsylvania 17108
Rhode Island	Stephani Turner	170 West Minister Street Providence, Rhode Island 02903
Rhode Island	Dorothy Schofield	170 West Minister Street Providence, Rhode Island 02903
Rhode Island	Mark Nugent	170 West Minister Street Providence, Rhode Island 02903
South Carolina	Michael H. Quinn	2019 Park Street Columbia, South Carolina 29201
South Dakota	David Gerdes	503 south Pierre Street Pierre, South Dakota 57501
Tennessee	John C. Stophel	500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571
Tennessee	Glen C. Stophel	500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571
Tennessee	E. Stephen Jett	500 Tallan Building, Two Union Square Chattanooga, Tennessee 37402-2571
Utah	James B. Lee	One Utah Center, 201 South Main Street Salt lake City, Utah 84111

Utah	Alexa Baxter	One Utah Center, 201 South Main Street Salt lake City, Utah 84111
Vermont	Richard L. Brock	159 State Street Montpelier, Vermont 056602
West Virginia	Jeffrey Van Gilder	KB&T Center ,Virginia Street East Charleston, West Virginia 25301
Wisconsin	John G. Barsness	110 East Main Street Madison, Wisconsin 53703
Wyoming	Ward A. White	1600 Van Lennen Avenue Cheyenne, Wyoming 82001
U.S. Virgin Islands	Edward Rogers	Trident Trust Co (VI) Limited Citibank Bldg. Veteran's Drive, P.O. Box 5304 St. Thomas

REV. 3/22/93