

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # 0065618

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

THE PRENTICE HALL CORPORATION SYSTEM
% CSC NETWORKS/ PRENTICE HALL LEGAL & FINANCIAL
375 HUDSON ST., 11TH FLOOR
NEW YORK, NY 10014-0000

COMMONWEALTH OF KY
SECRETARY OF STATE

JUN 30 1997

(5) STATE OR COUNTRY OF INCORPORATION

DE

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

1013 Centre Rd
Wilmington DE 19805 ✓

(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

08/30/1946

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

UNITED STATES CORPORATION COMPANY
421 W. MAIN STREET
FRANKFORT, KY 40601-0000

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

Changes made to the registered agent or registered office cannot be made on this form.
See Filing Instructions on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT see attached listing
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS see attached listing

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE [Signature] TITLE Asst. Sec. DATE 6/16/97

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____

The Prentice Hall Corporation System, Inc
0065618

OFFICERS

PRESIDENT	Daniel R. Butler	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	William H Freeborn	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Peter Malkin	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Mark A Rosser	1013 Centre Rd. Wilmington, DE 19805
VICE PRESIDENT	Bruce R Winn	1013 Centre Rd. Wilmington, DE 19805
ASSISTANT VICE PRESIDENT	John Fortunato	1013 Centre Rd. Wilmington, DE 19805
SECRETARY	William G. Popeo	1013 Centre Rd. Wilmington, DE 19805
TREASURER	Bruce R Winn	1013 Centre Rd. Wilmington, DE 19805

DIRECTORS

Mr. Lalor Burdick	1013 Centre Rd.	Wilmington, DE 19805
Mr. F. Michael Donohue, Jr.	1013 Centre Rd.	Wilmington, DE 19805
Mr James M. Garnett	1013 Centre Rd.	Wilmington, DE 19805
Mr. Hunter M. Marvel	1013 Centre Rd.	Wilmington, DE 19805
Mr. Phillip A. Turberg	1013 Centre Rd.	Wilmington, DE 19805
Rodman Ward, Jr., Esquire	1013 Centre Rd.	Wilmington, DE 19805
Mr. Rodman Ward III	1013 Centre Rd.	Wilmington, DE 19805
Mr. Daniel R. Butler	1013 Centre Rd.	Wilmington, DE 19805
Ms. Gretchen Butler Clayton, Esq	1013 Centre Rd.	Wilmington, DE 19805