

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

RECEIVED

(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**

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