



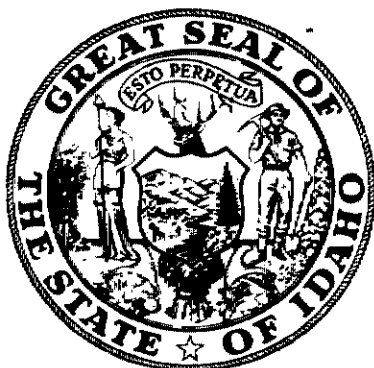
**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF  
HOLT, RINEHART AND WINSTON, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOLT, RINEHART AND WINSTON, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HOLT, RINEHART AND WINSTON, INC. to transact business in this State under the name HOLT, RINEHART AND WINSTON, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated July 24, 1989



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*[Signature]*  
Corporation Clerk



# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is HOLT, RINEHART AND WINSTON, INC.

2. The name which it shall use in Idaho is same as above

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the state of Delaware

4. The date of its incorporation is November 7, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware

6. The address to which correspondence should be addressed, if different from that in item 5. 6277 Sea Harbor Drive, Orlando, Florida 32821

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sale of books and related materials

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED LIST		

(continued on reverse)



Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 6, 1989

HOLT, RINEHART AND WINSTON, INC.

(Corporation Name)

By Margaret Mary McQuillan

Its President, Vice President (please specify)  
Margaret Mary McQuillan, Vice President

and

Mary Giorgio  
Its Secretary, Assistant Secretary (please specify)  
Mary Giorgio, Assistant Secretary

STATE OF FLORIDA )

COUNTY OF ORANGE ) ss:

I, Darlene R. Van Syckle, a notary public, do hereby certify that on

this 6th day of July, 19 89, personally appeared before

me Margaret Mary McQuillan, who being by me first duly sworn, declared that (s)he

is the Vice President of Holt, Rinehart and Winston, Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Darlene R. Van Syckle  
Notary Public, State of Florida at Large  
My Commission Expires October 27, 1991  
Commission Recorded in Orange County

Darlene R. Van Syckle  
Notary Public



9. The names and respective addresses of its directors and officers are:

HOLT, RINEHART AND WINSTON, INC.  
Orlando, FL 32887  
407-345-2000

(College Division)  
City Center Tower II, Suite 3700  
301 Commerce Street  
Fort Worth, TX 76102-4137  
817-334-7500

(School Division)  
1627 Woodland Avenue  
Austin, TX 78741  
512-440-5700

OFFICERS

Peter Jovanovich, President  
1945 Sunset Boulevard  
San Diego, CA 92103

John F. Berardi, Vice President,  
Treasurer, and Assistant Secretary  
508 Bramblewood Court  
Longwood, FL 32779

Ralph D. Caulo, Executive Vice  
President  
11308 Lake Butler Boulevard  
Windermere, FL 32786

Margaret Mary McQuillan, Vice  
President and Secretary  
125 Crestwood Avenue  
Crestwood  
Tuckahoe, NY 10707

Bob W. Blevins, Vice President  
1309 North Weston Lane  
Austin, TX 78733

Mary Giorgio, Assistant Secretary  
8059 Cadiz Court North  
Orlando, FL 32819

Steven A. Dowling, Vice President  
1627 Woodland Avenue  
Austin, TX 78741

Otto J. Nicols, Vice President  
3531 Cullen Lake Shore Drive  
Orlando, FL 32812

DIRECTORS

Ralph D. Caulo

Peter Jovanovich



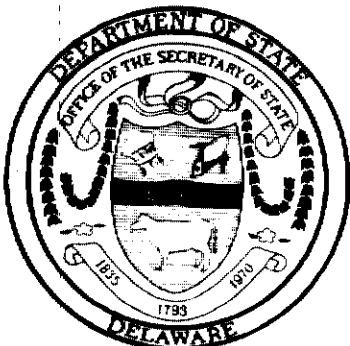
State of Delaware



## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HOLT, RINEHART AND WINSTON, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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729192104

*Michael Harkins*  
 Michael Harkins, Secretary of State

AUTHENTICATION:

12254803

DATE:

07/11/1989