

State of Idaho

Department of State

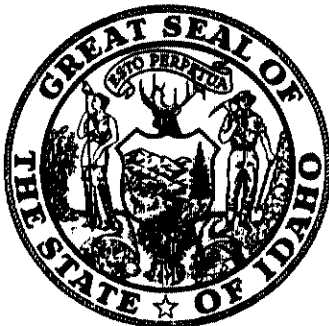
CERTIFICATE OF AUTHORITY OF

HARCOURT BRACE & COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HARCOURT BRACE & COMPANY 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 HARCOURT BRACE & COMPANY to transact business in this State under the name HARCOURT BRACE & COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

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:

93 JAN 27 PM 3 00
SECRETARY OF STATE

1. The name of the corporation is Harcourt Brace & Company

2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is January 25, 1993 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 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. PO Box 620428, Orlando, Florida 32862-0428

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 is proposed to pursue in the transaction of business in Idaho are: Any lawful activity for which corporations may be organized under the Business Corporation Law, provided, however, nthe corporation is not formed to engage in any act or activity requiring consent or approval of any state official, department, board, agency or other body without first obtaining the consent of such body.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19930127 0900 47665 2
CK #: 13750 CUST# 1
CORPORATIO 1@ 60.00= 60.00

:

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

Name	Office	Address
See attached		

- 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: January 25, 1993

Harcourt Brace & Company
(Corporation name)

By *[Signature]*
Eric P. Geller, its President/Vice President (please specify)

and *[Signature]*
Robert A. Licht, its Secretary/Assistant Secretary (please specify)

STATE OF Massachusetts)
 Norfolk) ss:
COUNTY OF Middlesex)

I, Rouen M. Kazanjian, a notary public, do hereby certify that on this 25th day of January, 19 93, personally appeared before me Robert A. Licht, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of Harcourt Brace & Company

that (s)he signed the foregoing documents as Assistant Secretary of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

HARCOURT BRACE & COMPANY
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Richard T. Morgan	President & Chief Executive Officer	100 N. Field Drive Suite 120 Lake Forest, IL 60045
Bill M. Barnett	Senior Vice President	City Center Tower II Suite 3700 301 Commerce Street Fort Worth, TX 76102-4137
Brian J. Knez	Senior Vice President	27 Boylston Street Chestnut Hill, MA 02167
Peter Lengemann	Senior Vice President	6277 Sea Harbor Drive Orlando, FL 32887
James P. Levy	Senior Vice President	27 Boylston Street Chestnut Hill, MA 02167
Lewis Reines	Senior Vice President	The Curtis Center Independence Square West Philadelphia, PA 19106
James B. Wilder	Senior Vice President	7555 Caldwell Avenue Chicago, IL 60648
Thomas A. Williamson	Senior Vice President	6277 Sea Harbor Drive Orlando, FL 32887
Michael Banks	Vice President & Controller	6277 Sea Harbor Drive Orlando, FL 32887
Pieter Bolman	Vice President	1250 Sixth Avenue San Diego, CA 92101
John R. Dilworth	Vice President	555 Academic Court San Antonio, TX 78204
Stephen Gandy	Vice President	8551 Esters Blvd. Irving, TX 75063

James F. Martin	Vice President, Human Resources	100 N. Field Drive Suite 120 Lake Forest, IL 60045
George W. Nelson	Vice President, Technology & Distribution	100 N. Field Drive Suite 120 Lake Forest, IL 60045
Rubin H. Pfeffer	Vice President	111 Fifth Avenue New York, NY 10003
Kenneth Rethmeier	Vice President	1250 Sixth Avenue San Diego, CA 92101
Robert R. Simons	Vice President & Chief Financial Officer	100 N. Field Drive Suite 120 Lake Forest, IL 60045
William Talkington	Vice President	1120 Capital of Texas Highway South Austin, TX 78759-6487
Carl N. Tyson	Vice President	City Center Tower II Suite 3700 301 Commerce Street Fort Worth, TX 76102-4137
John R. Cook	Vice President	27 Boylston Street Chestnut Hill, MA 02167
Eric P. Geller	Vice President & Secretary	27 Boylston Street Chestnut Hill, MA 02167
Paul F. Gibbons	Vice President & Treasurer	27 Boylston Street Chestnut Hill, MA 02167
Robert A. Smith	Vice President & Director	27 Boylston Street Chestnut Hill, MA 02167
Robert J. Tarr, Jr.	Vice President & Director	27 Boylston Street Chestnut Hill, MA 02167
Kathleen A. Bursley	Vice President, Chief Counsel & Assistant Secretary	27 Boylston Street Chestnut Hill, MA 02167

Linda K. Dirkson

Assistant Secretary

**6277 Sea Harbor Drive
Orlando, FL 32887**

Robert A. Licht

Assistant Secretary

**27 Boylston Street
Chestnut Hill, MA 02167**

Richard A. Smith

Director

**27 Boylston Street
Chestnut Hill, MA 02167**

CONSENT TO USE OF NAME

93 JAN 27 PM 3 00

RECORDED
SEC. OF STATE

Harcourt Brace Jovanovich, Inc.

, a corporation

organized under the laws of the State of New York

, hereby

consents to the ~~organization~~ qualification of Harcourt Brace & Company

in the State of Idaho.

IN WITNESS WHEREOF, the said Harcourt Brace Jovanovich, Inc.

 has caused this consent to be executed by its vice president

and attested under its corporate seal by its asst. secretary, this 19th day of

January 19 93.

Harcourt Brace Jovanovich, Inc.

By Eric P. Geller

Eric P. Geller,

Vice

President

Attest:

Robert A. Licht

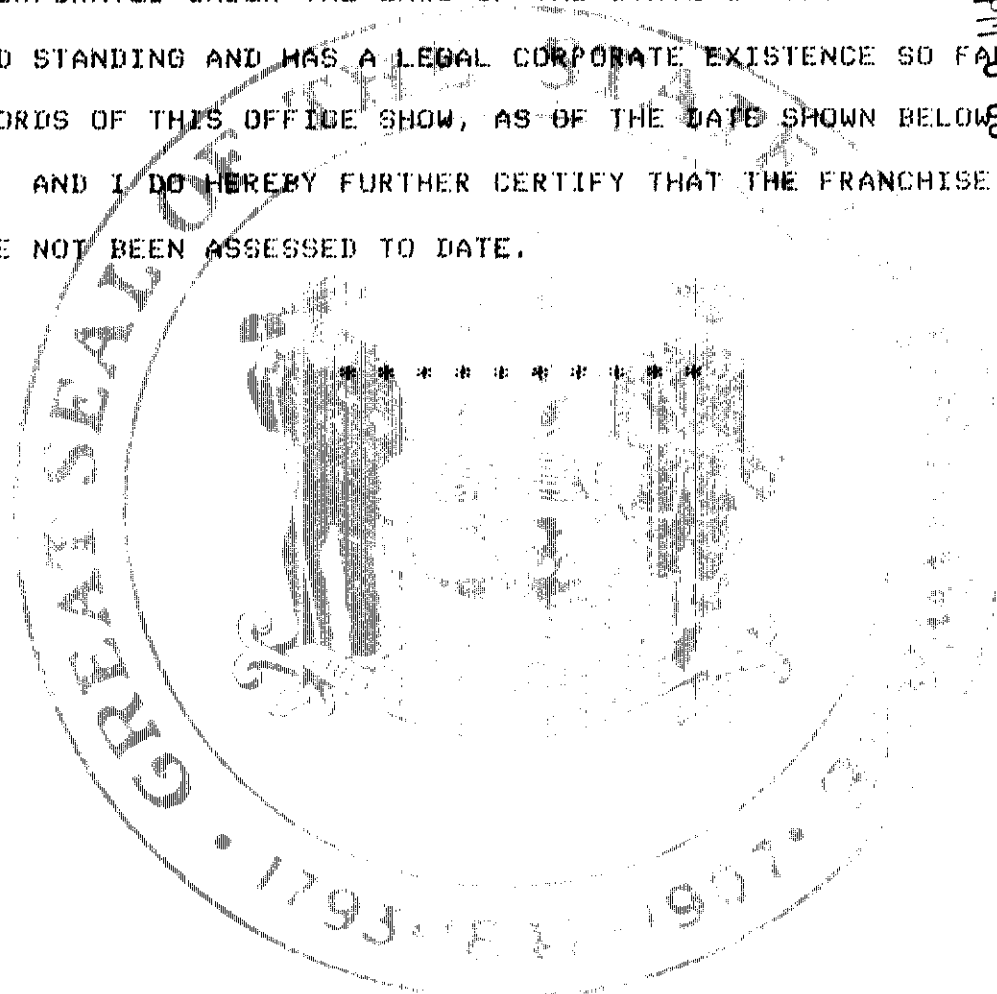
Robert A. Licht, Assistant Secretary

(SEAL)

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HARCOURT BRACE & COMPANY 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 AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

93 JUN 27 PM 3 00
RECEIVED
SECRETARY OF STATE



William T. Quillen
SECRETARY OF STATE

AUTHENTICATION: *3754535