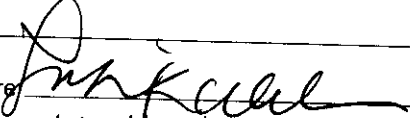


No. C 100889	Due no later than Jan 31, 2003 Annual Report Form		2. Registered Agent and Office NO PO BOX		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address. Correct in this box, if applicable		C T CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701		
	HARCOURT, INC. ATTN: TAX DEPARTMENT 6277 SEA HARBOR DR ORLANDO, FL 32887				
3. <u>New</u> Registered Agent Signature					
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
PRESIDENT/CEO	ANTHONY LUCKI	6277 SEA HARBOR DRIVE	ORLANDO	FL	32887
VP/SECRETARY	LINDA K. DIRKSEN	6277 SEA HARBOR DRIVE	ORLANDO	FL	32887
DIRECTOR	PAUL RICHARDSON	125 PARK AVE, 23RD FLOOR	NEW YORK	NY	10017
DIRECTOR	CHARLES FONTAINE	275 WASHINGTON ST	NEWTON	MA	02458
DIRECTOR	HENRY HORBACZEWSKI	125 PARK AVE, 23RD FLOOR	NEW YORK	NY	10017
5. Organized Under the Laws of:		6.			
DELAWARE C 100889		Signature 	Date 1-23-03		
		Name (Typed or Printed) Linda K. Dirksen	Title VP, SECRETARY		