



Department of State.

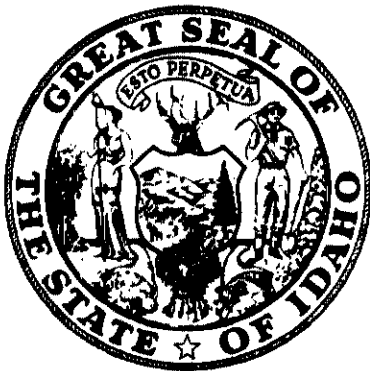
**CERTIFICATE OF AUTHORITY
OF**

MACMILLAN SCHOOL PUBLISHING, INC.

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

Dated September 10, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Fabela

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:

30 SEP 10 PM 2 35

1. The name of the corporation is MACMILLAN SCHOOL PUBLISHING, INC.

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 MAY 16, 1989 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, DE 09801

6. The address to which correspondence should be addressed, if different from that in item 5. 866 THIRD AVENUE, NEW YORK, NY 10022

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: ELEMENTARY AND HIGH SCHOOL TEXTBOOK PUBLISHING AND TESTING BUSINESS

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

Name	Office	Address
<u>ROBERT MAXWELL</u>	<u>CHAIRMAN DIRECTOR</u>	<u>866 THIRD AVE., NY, NY 10022</u>
<u>KEVIN MAXWELL</u>	<u>DIRECTOR DEPUTY CHAIRMAN</u>	<u>866 THIRD AVE., NY, NY 10022</u>
<u>David H. Shaffer</u>	<u>DIRECTOR/PRESIDENT</u>	<u>866 THIRD AVE., NY, NY 10022</u>
<u>Susan M. Heilbron</u>	<u>V P & SECRETARY</u>	<u>866 THIRD AVE., NY, NY 10022</u>
<u>WILLIAM HARRY</u>	<u>V P</u>	<u>866 THIRD AVE., NY, NY 10022</u>
<u>JAN CONSTANTINE</u>	<u>ASST. SECRETARY</u>	<u>866 THIRD AVE., NY, NY 10022</u>

(continued on reverse)

State of Delaware



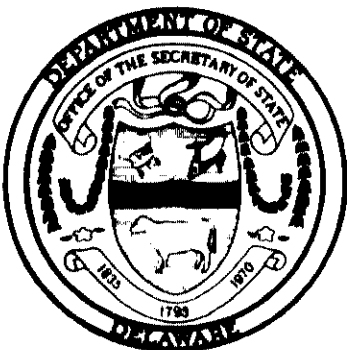
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SEC. OF STATE

30 SEP 10 PM 2 35

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MACMILLAN SCHOOL PUBLISHING, 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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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: | 2779753

DATE: 09/04/1990