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**May 09 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 837338 (3)
1. Corporation Name
HARCOURT BRACE LEGAL AND PROFESSIONAL PUBLICATIO NS, INC.



Principal Place of Business Mailing Address
**176 W. ADAMS ST
STE. 2100
CHICAGO IL 60603
US** **27 BOYLSTON STREET
CHESTNUT HILL MA 02167-1719
US**

3. Date Incorporated or Qualified **11/05/1976** 3a. Date of Last Report **04/22/1996**
4. FEI Number **25-1741300 95-3033879** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt #, etc 26 Suite, Apt #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Signature, typed or printed name of registered agent and file if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE CPD DELETE
NAME CONVISER, RICHARD J
STREET ADDRESS 176 W. ADAMS ST., STE. 2100
CITY-ST-ZIP CHICAGO IL
TITLE D DELETE
NAME SMITH, RICHARD
STREET ADDRESS 27 BOYLSTON STREET
CITY-ST-ZIP CHESTNUT HILL FL 02167
TITLE VS DELETE
NAME GELLER, ERIC P.
STREET ADDRESS 27 BOYLSTON ST
CITY-ST-ZIP CHESTNUT HILL MA
TITLE VD DELETE
NAME TARR, ROBERT J JR.
STREET ADDRESS 27 BOYLSTON STREET
CITY-ST-ZIP CHESTNUT HILL MA 02167
TITLE VD DELETE
NAME SMITH, ROBERT A.
STREET ADDRESS 27 BOYLSTON STREET
CITY-ST-ZIP CHESTNUT HILL MA 02167
TITLE V DELETE
NAME DUFFY, RICHARD
STREET ADDRESS 176 W. ADAMS ST., STE. 2100
CITY-ST-ZIP CHICAGO IL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME **Brian J. Knez**
4.3 STREET ADDRESS **27 Boylston Street**
4.4 CITY-ST-ZIP **Chestnut Hill, MA 02167-1700**
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **4/30/97 (617)232-8200**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

HARCOURT BRACE LEGAL AND PROFESSIONAL PUBLICATIONS, INC.

OFFICERS

Richard J. Conviser, Chairman and President
176 West Adams Street, Suite 2100
Chicago, IL 60603

Richard Duffy, Vice President
176 West Adams Street, Suite 2100
Chicago, IL 60603

Steven R. Rubin, Vice President
1500 Broadway, Suite 200
New York, NY 10036

Michael W. Connors, Vice President and Treasurer
176 West Adams Street, Suite 2100
Chicago, IL 60603

John R. Cook, Vice President
27 Boylston Street
Chestnut Hill, MA 02167

Eric P. Geller, Vice President and Secretary
27 Boylston Street
Chestnut Hill, MA 02167

Paul F. Gibbons, Vice President and Assistant Treasurer
27 Boylston Street
Chestnut Hill, MA 02167

Brian J. Knez, Vice President
27 Boylston Street
Chestnut Hill, MA 02167

Richard A. Smith, Vice President
27 Boylston Street
Chestnut Hill, MA 02167

Robert A. Smith, Vice President
27 Boylston Street
Chestnut Hill, MA 02167

Robert A. Licht, Assistant Secretary
27 Boylston Street
Chestnut Hill, MA 02167

HARCOURT BRACE LEGAL AND PROFESSIONAL PUBLICATIONS, INC.

(Continued)

DIRECTORS

Richard A. Smith
27 Boylston Street
Chestnut Hill, MA 02167

Robert A. Smith
27 Boylston Street
Chestnut Hill, MA 02167

Richard J. Conviser
176 West Adams Street, Suite 2100
Chicago, IL 60603

Brian J. Knez
27 Boylston Street
Chestnut Hill, MA 02167

The term of appointment for each officer/director is until a successor is duly elected.

Register Date: 05/95
07/95