

Filing fee: \$10.00

41956

APPLICATION FOR  
CERTIFICATE OF WITHDRAWAL  
OF

.....Career Publications, Inc.....

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Career Publications, Inc.....

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is 61 W. 82nd St., Suite 2B  
New York, NY 10024

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common	n.a.	\$0.01

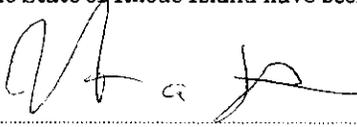
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
243	Common	n.a.	\$0.01

NINTH: The amount of its stated capital as of this date is \$ 2.43

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated August 30, 1988



By Jonathon A. Eaton

Its President

and Jonathon A. Eaton

Its Secretary

STATE OF New York }  
COUNTY OF New York } SC.

At New York City in said county on the 30th day of August, 1988, before me personally appeared Jonathan A. Eaton, who being by me first duly sworn, declared that he is the President of Career Publications, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

SHELDON G. SMITH  
Notary Public, State of New York  
No. 31-4501456  
Qualified in New York County  
Commission Expires Nov. 30, 1989



(NOTARIAL SEAL)

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
289 Promenade Street  
Providence, R. I. 02908

October 3, 1988

TO WHOM IT MAY CONCERN

Re: CAREER PUBLICATIONS, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

Very truly yours,

R. Gary Clark  
Tax Administrator

Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations