

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, OF PriMedia Inc.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1, 1-12 of the General Laws, 1956, as amended, the undersigned corporation, organized under the laws of the State of Rhode Island, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is PriMedia Inc.

SECOND: The address of its present registered office is

70 Elm Street, Providence, RI

THIRD: The address to which its registered office is to be changed is

Abrams & Verri, 95 Chestnut Street, Providence, RI

FOURTH: The name of its present registered agent is

David A. Schechter

FIFTH: The name of its successor registered agent is

Richard I. Abrams

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated May 18, 1999

PAID MAY 28 1999 SECY OF STATE

By [Signature] President

RECEIVED SECRETARY OF STATE MAY 20 10 59 AM '99

STATE OF } COUNTY OF } SC.

At Warrick in said county on this 18th day of May, 1999, personally appeared before me James J. Convey Jr., who, being by me first duly sworn, declared that he is the President of PriMedia Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL) RECEIVED SECRETARY OF STATE MAY 28 1999

[Signature] Notary Public

My commission expires 4/12/01