



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is SCHOLASTIC BOOK FAIRS, INC.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
- The address of the NEW registered office is:
170 Westminster Street, Suite 900, Providence, RI 02903
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
C T Corporation System
- The name of the NEW registered agent is:
Corporation Service Company
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)
- The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: October 27, 2003SCHOLASTIC BOOK FAIRS, INC.

Print Corporate Name

By Blanca LozadaIts President ☐

or

Its Vice President ☐STATE OF DELAWARECOUNTY OF NEW CASTLE

Blanca Lozada, Attorney in Fact

In Wilmington, Delaware, on this 27th day of October, 2003, personally appeared before me Blanca Lozada who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

NOV 03 2003

Notary Public Elizabeth A. Dawson
My Commission Expires: May 5, 2005

132797

STATE OF NEW YORK)
COUNTY OF NEW YORK)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Teresa M. Connelly, executing this Power of Attorney, the Assistant Secretary, of Scholastic Corporation ("the Corporation"), a corporation incorporated under the laws of Delaware and of the subsidiary entities shown on the list appended hereto does hereby appoint Blanca Lozada and Maureen Cullen as attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

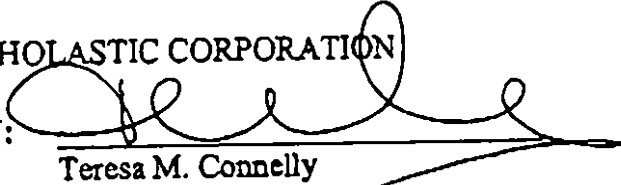
The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Blanca Lozada shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Teresa Connelly, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 21st day of October, 2003.

SCHOLASTIC CORPORATION

BY: 

Teresa M. Connelly
Assistant Secretary

Subscribed and sworn to before me this 21 day of October, 2003.


Notary Public

DEILAN SOTO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 82-4948004 QUALIFIED IN BRONX COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
COMMISSION EXPIRES MARCH 6, 2017

13-2797

NAME OF ENTITY
524 FILMS L.L.C.
BTBCAT, INC.
CHILDREN'S MUSIC LIBRARY, INC.
FEDERATED CREDIT CORP.
GEORGETOWN STUDIOS, INC.
GROLIER (NEW YORK) INCORPORATED
GROLIER ENTERPRISES INC.
GROLIER INCORPORATED
GROLIER INTERACTIVE INC.
GROLIER INTERACTIVE INC.
GROLIER INTERNATIONAL, INC.
GROLIER OVERSEAS INCORPORATED
GROLIER READING PROGRAMS INC.
GROLIER READING PROGRAMS INC.
GROLIER TELEMARTETING, INC.
GROLIER TELEMARTETING, INC.
KLUTZ
LECTORUM PUBLICATIONS, INC.
ORCHARD BOOKS, INC.
PUBLISHERS WORLD TRADE CORPORATION
QUALITY EDUCATION DATA, INC.
RETRORANCH INC.
SANDVIK PUBLISHING LTD.
SCHOLASTIC AT HOME INC.
SCHOLASTIC BOOK CLUBS, INC.
SCHOLASTIC BOOK FAIRS, INC.
SCHOLASTIC BOOK FAIRS, INC.
SCHOLASTIC BOOK SERVICES, INC.
SCHOLASTIC CORPORATION
SCHOLASTIC DISTRIBUTION SERVICES, INC.
SCHOLASTIC ENTERTAINMENT INC.
SCHOLASTIC EXPORT INC.
SCHOLASTIC INC.
SCHOLASTIC INTERACTIVE XCHANGE, INC.
SCHOLASTIC LIBRARY PUBLISHING, INC.
SCHOLASTIC SHELL NO. 4 INC.
SCHOLASTIC UK GROUP L.L.C.
SE DISTRIBUTION INC.
SOUP2NUTS INC.
TEACHER'S FRIEND PUBLICATIONS, INC.
THE BOOK PEOPLE INC.
THE BOOK PEOPLE USA INC.
THE ELECTRONIC BOOKSHELF INC.
THE SCHOLASTIC STORE, INC.
TOM SNYDER PRODUCTIONS, INC.
W. M. JACKSON, INC.
WESTON WOODS STUDIOS, INC.