

CT CORPORATION SYSTEM

F01000000908

CORPORATION(S) NAME

True North Communications Inc.

200003706462--1
-02/16/01--01027--002
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
01 FEB 15 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/15/01

Order#: 3602293

Ref#: _____

Amount: \$ _____

RECEIVED
01 FEB 15 PM 4:50
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

3/15
2/15

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA

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1. True North Communications Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 36-1088161
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-29-1942 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 101 East Erie Street
Chicago, Illinois 60611
(Current mailing address)

8. advertising services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

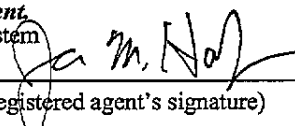
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

(Registered agent's signature)

James M. Halpin
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE EXHIBIT A ATTACHED HERETO.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE EXHIBIT A ATTACHED HERETO.

Address: _____

Vice President: _____

Address: _____

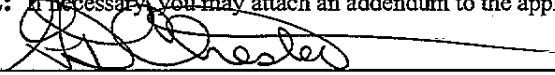
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary Chester, Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A

Feb 13, 2001

True North Communications Inc.

DIRECTORS

David A. Bell **Director**
Primary Address: True North Communications Inc.
40 West 23rd Street
New York, New York 10010 USA

Joseph A. Califano, Jr. **Director**
Primary Address: Chairman and President
The National Center on Addiction and Substance Abuse
at Columbia University
152 West 57th Street - 12th Floor
New York, NY 10019 USA

Donald M. Elliman, Jr. **Director**
Primary Address: Executive Vice President
Time Inc.
Time & Life Building
1271 Avenue of the Americas
New York, NY 10020 USA

H. John Greeniaus **Director**
Primary Address: President
G Force LLC
10 Jacob Arnold Road
Morristown, NJ 07960 USA

Wenda Harris Millard **Director**
Primary Address: c/o True North Communications Inc.
101 East Erie Street
Chicago, IL 60611

Mannie Jackson **Director**
Primary Address: 400 East Van Buren
Suite 300
Chicago, IL 85004

Leo-Arthur Kelmenson **Director**
Primary Address: True North Communications Inc.
40 West 23rd Street
New York, NY 10010 USA

Michael E. Murphy **Director**
Primary Address: 20 South Clark Street
Suite 2222
Chicago, IL 60603 USA

J. Brendan Ryan **Director**
Primary Address: FCB Worldwide
150 East 42nd Street
New York, NY 10017-5612 USA

Donald L. Seeley **Director**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611-2897 USA

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True North Communications Inc.

Marilyn R. Seymann **Director**
Primary Address: M One
2813 East Camelback Road
Suite 480
Phoenix, AZ 85016 USA

Stephen T. Vehslage **Director**
Primary Address: 40 South Stanwich Road
Greenwich, CT 06830 USA

OFFICERS

Ramesh Rajan **Executive Vice President, Operations and Business Development**
Primary Address: True North Communications Inc.
40 West 23rd Street
New York, NY 10010 USA

Kenneth J. Ashley **Vice President, Treasurer**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Daniel Barker **Vice President, Chief Human Resources Officer**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

David A. Bell **Chairman/CEO**
Primary Address: True North Communications Inc.
40 West 23rd Street
New York, New York 10010 USA

Suzanne S. Bettman **Executive Vice President, General Counsel**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Gary D. Chester **Vice President, Taxes**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Susan J. Geanuleas **Vice President, Corporate Communications**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Maureen L. Kopp **Assistant Corporate Secretary**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

John Musolino **Senior Vice President**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611

True North Communications Inc.

Terry D. Peigh

Executive Vice President, Director of TN Services

Primary Address:

True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Dale F. Perona

Senior Vice President, Secretary

Primary Address:

True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Matthew J. Revord

Assistant Secretary

Primary Address:

True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Michael L. Schultz

Vice President, TN Services

Primary Address:

TN Services
13801 FNB Parkway
Omaha, NE 68154-5297 USA

Kevin J. Smith

Executive Vice President, Chief Financial Officer

Primary Address:

True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Richard P. Sneider

Vice President, Controller

Primary Address:

True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRUE NORTH COMMUNICATIONS 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
FEB 13 9:32 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0971002

DATE: 02-13-01

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