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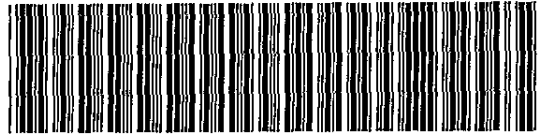
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SECRETARY OF STATE  
INVESTIGATIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION

January 2, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5723106 WO  
Customer Reference 1: Saatchi  
Customer Reference 2: NOL

Dear Secretary of State, Florida:

Please file the attached:

McManus Acquisition No.1 Corporation (NY)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

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

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

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

1. McManus Acquisition No.1 Corporation  
(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. New York 3. 11-3667159  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/13/2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/02/2003  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 375 Hudson Street, New York, NY 10014  
(Principal office address)  
Dunnington c/o Deirdre 666 Third Avenue New York, NY 10017  
(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  
(City) (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.*

By: [Signature] C T Corporation System  
(Registered agent's signature) Jonathan R. Giddings  
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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS

President: SEE ATTACHMENT

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. Steven E. Lewis

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

14. Steven E. Lewis, Vice President

(Typed or printed name and capacity of person signing application)

## McManus Acquisition No.1 Corporation

### DIRECTORS

### Addresses

William Erosh

375 Hudson Street  
New York, NY 10014

William H. Cochrane

375 Hudson Street  
New York, NY 10014

Gavin Scotti

375 Hudson Street  
New York, NY 10014

Michael Trepicchio

4 Herald Square, 950 6th Avenue, 11th Floor  
NY, NY 10001

Robert S. Westphal

Steven E. Lewis

Dunnington Bartholow & Miller  
666 Third Avenue  
NY, NY 10017

### OFFICERS

### Addresses

Gavin Scotti - Chief Executive Officer

375 Hudson Street, New York, NY 10014

Michael Trepicchio - Chief Operating Officer

375 Hudson Street, New York, NY 10014

William Erosh - Chief Financial Officer

375 Hudson Street, New York, NY 10014

Steven E. Lewis - Vice President; Secretary

Dunnington Bartholow & Miller  
666 Third Avenue, NY, NY 10017

Robert S. Westphal - Treasurer

4 Herald Square, 950 6th Avenue, 11th Floor  
NY, NY 10001

Heidi Young - Assistant Secretary

375 Hudson Street, New York, NY 10014

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**State of New York } ss:  
Department of State**

I hereby certify, that the Certificate of Incorporation of MCMANUS ACQUISITION NO. 1 CORPORATION was filed on 12/13/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 30th day of December  
two thousand and two.*

A handwritten signature in black ink, appearing to read "R. A. D. S.", is written over a horizontal line.

*Secretary of State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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