



Prentice Hall Legal & Financial Services

ATTN: Carly 004 22 74 5
1201 HAY STREET, SUITE 103
TALLAHASSEE, FL 32311

500000345

CORPORATION(S) NAME

95 JAN 23 11 0 27
DIVISION OF CORPORATIONS

CHARTER NUMBER

Ogden Communications, Inc.

01/23/95--01009--021
*****0.50 *****0.50

01/23/95--01009--020
*****22.00 *****22.00

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mtr. Veh. _____ | <input type="checkbox"/> UCC/Filing 3 _____ |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 11:40
2/1/95

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy _____ | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

() Walk In () Call if Problem () Will Wait () Pick up 1-23 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: MC BY: Donna Joseph
 BRANCH RECEIVING: FL BY: Andee
 REF/JOB # 605-95-73241-07
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO NO
 DATE SENT: MAIL FAX FED EXP
 FILED:
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	<u>.50</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

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

A. DIRECTORS

Chairman: C. G. Caras

Address: Two Pennsylvania Plaza

New York, NY 10121

Vice Chairman: Peter Allen

Address: Two Pennsylvania Plaza

New York, NY 10121

Director: Robert DiGia

Address: Two Pennsylvania Plaza

New York, NY 10121

Director: _____

Address: _____

B. OFFICERS

President: R. Richard Ablon

Address: Two Pennsylvania Plaza

New York, NY 10121

Vice President: C. G. Caras

Address: Two Pennsylvania Plaza

New York, NY 10121

VP & Secretary: Peter Allen

Address: Two Pennsylvania Plaza

New York, NY 10121

VP & Treasurer: Robert DiGia

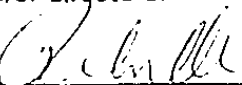
Address: Two Pennsylvania Plaza

New York, NY 10121

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

Please see Exhibit A for complete list of officers

13.


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

14.

Peter Allen, Vice President and Secretary

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

EXHIBIT A

OGDEN COMMUNICATIONS, INC.
OFFICER LIST

<u>Name</u>	<u>Title</u>	<u>Address</u>
R. Richard Ablon	President	Two Pennsylvania Plaza New York, NY 10121
Peter Allen	Vice President & Secretary	Two Pennsylvania Plaza New York, NY 10121
C. G. Caras	Vice President	Two Pennsylvania Plaza New York, NY 10121
Robert DiGia	Vice President & Treasurer	Two Pennsylvania Plaza New York, NY 10121
Robert Fredericks	Vice President & Chief Financial Officer	3211 Jermantown Road P.O. Box 10107 Fairfax, VA 22030
Parker MacDougall	Vice President	3211 Jermantown Road P.O. Box 10107 Fairfax, VA 22030
Isaac Palmer	Vice President & Asst. Secretary	Two Pennsylvania Plaza New York, NY 10121
J. L. Effinger	Asst. Secretary	Two Pennsylvania Plaza New York, NY 10121
Helene R. Stewart	Asst. Secretary	3211 Jermantown Road P.O. Box 10107 Fairfax, VA 22030

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 23 1961
AM 11:41

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN 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 EIGHTEENTH DAY OF JANUARY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 AM 11:41



Edward J. Freel

Edward J. Freel, Secretary of State

2441588 8200

050012225

AUTHENTICATION: 7377077

DATE 01-18-95

F95000000345



ACCOUNT NO. : 072100000032

REFERENCE : 412299 4810376

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : June 2, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 412299-025

CUSTOMER NO: 4810376

CUSTOMER: Hamite Arifi, Corp Paralegal
Ogden Services Corporation
Two Pennsylvania Plaza

100002199951--0

New York, NY 10121

FOREIGN FILINGS

NAME: OGDEN COMMUNICATIONS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
97 JUN -3 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

6/13
John
Withdrawal

CONTACT PERSON: WARREN WHITTAKER

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

FILED
JUN -3 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Ogden Communications, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Attention: General Counsel, Two Pennsylvania Plaza
(Mailing Address)

New York NY10121
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

J. J. Effinger Assistant Secretary
Signature Title

J. L. Effinger May 19, 1997
Typed or printed name Date