

1201 HAYS STREET

• TALLAHASSEE, FL 32301-2607

904-222-9171

904-222-9171 FAX

800-342-8086

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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 002149 4300608

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : June 26, 1996

ORDER TIME : 12:22 PM

ORDER NO. : 002149

CUSTOMER NO: 4300608

800001885488

CUSTOMER: Ms. Hilary S. Geier
Frankfurt, Garbus, Klein &
488 Madison Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: K.S.L. MEDIA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 2:39
DIVISION OF CORPORATION

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

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

1. K.S.I. MEDIA, 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. New York

(State or country under the law of which it is incorporated)

3. 13-3066114

(FEI number, if applicable)

4. March 30, 1981

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 750 Lexington Avenue

New York, New York 10022

(Current mailing address)

8.

Media Buying Service

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Bay Street

Tallahassee

, Florida, 32301-2607

(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: Vicki Schreiber, Asst. V.P.

(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kalman S. Liebowitz

Address: 750 Lexington Avenue
New York, New York 10022

Vice Chairman: _____

Address: _____

Director: Kalman S. Liebowitz

Address: 750 Lexington Avenue
New York, New York 10022

Director: _____

Address: _____

B. OFFICERS

President: Kalman S. Liebowitz

Address: 750 Lexington Avenue
New York, New York 10022

Vice President: Edward Murray

Address: 750 Lexington Avenue
New York, New York 10022

Secretary: Kalman S. Liebowitz

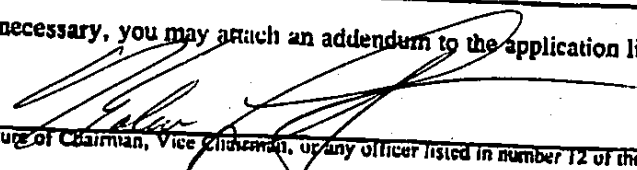
Address: 750 Lexington Avenue
New York, New York 10022

Treasurer: Kalman S. Liebowitz

Address: 750 Lexington Avenue
New York, New York 10022

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. Kalman S. Liebowitz, President

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

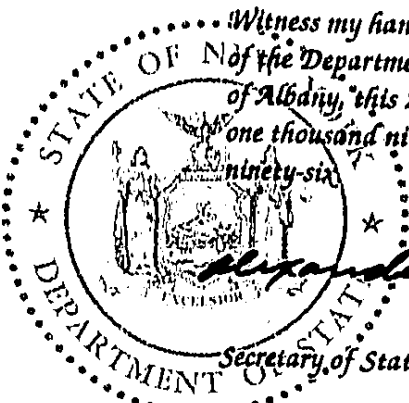
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of K.S.L. MEDIA, INC. was filed on 03/30/1981, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

A Statement of Addresses and Directors was filed 04/10/1995.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of June
one thousand nine hundred and
ninety-six
Alexander F. Treadwell
Secretary of State

The seal of the State of New York Department of State is circular. It features the text "STATE OF NEW YORK" at the top and "DEPARTMENT OF STATE" at the bottom, separated by two stars. In the center is the coat of arms of the State of New York, which depicts a Native American holding a bow and arrow, with a sun rising behind a mountain range.

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