

# F96000006665

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CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

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-12/19/96--01051--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

*Acme-Wiley Acquisition Corp.*

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. ACME-WILEY ACQUISITION CORP.  
(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. ILLINOIS  
(State or country under the law of which it is incorporated)
3. applied for  
(FEI number, if applicable)
4. 11/8/96 5. PERPETUAL  
(Date of Incorporation) (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 817.156, F.S.))
7. c/o Stonebridge Partners 50 Main Street  
White Plains, NY 10606  
(Current mailing address)
8. Production + Sales of Signs.  
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida)

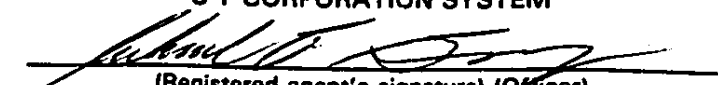
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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) (Officer)

Richard P. Borovoy ASST. Secretary  
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Michael Bruno

Address: 50 Main Street

White Plains, NY 10606

Vice Chairman: Scott Rodman

Address: 50 Main Street

White Plains, NY 10606

Director: David Zackrison

Address: 50 Main Street

White Plains, NY 10606

Director: Harrison Wilson

Address: 50 Main Street

White Plains, NY 10606

B. OFFICERS

President: Michael Bruno

Address: c/o Stonebridge Partners

50 Main Street  
White Plains, NY 10606

Vice President: Scott Rodman

Address: c/o Stonebridge Partners  
50 Main Street

White Plains, NY 10606

Secretary: Harrison Wilson

Address: c/o Stonebridge Partners  
50 Main Street

White Plains, NY 10606

Treasurer: \_\_\_\_\_

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

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

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

14. PRESIDENT - MICHAEL S. BRUNO, JR.  
(Typed or printed name and capacity of person signing application)

File Number 5911-270-8



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**To all to whom these presents shall come, Greeting:**

I, *George H. Ryan*, Secretary of State of the State of Illinois,  
do hereby certify that **ACME-WILEY ACQUISITION CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 8, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\***



**In Testimony Whereof**, I hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois this 27TH  
day of NOVEMBER A.D., 19 96

*George H. Ryan*  
SECRETARY OF STATE