

F99000003420

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MediaFinance Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002917348--3
-06/28/99-01107-017
*****87.50 *****87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Marco E Rojas
(Name of Person)
Freeman, Buttermann, Haber & Rojas, LLP
(Firm/Company)
520 Brickell Key Drive, Suite 0-305
(Address)
Miami, FL 33131
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Marco E Rojas at (305) 374-3800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

ALJ

FREEMAN, BUTTERMAN, HABER & ROJAS, LLP.
ATTORNEYS AT LAW

Stephen A. Freeman, P.A.
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Of Counsel:

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Edward A. Licitra
Jonathan R. Rosenn
John S. Tennenholtz, P.A.

* Admitted in New York only.

June 23, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: MediaFinance Corp. and MediaConsult Corp.

To Whom It May Concern,

Please find the enclosed Certificates of Good Standing, Applications for Foreign Corporation to Transact Business in Florida, and a checks in the amount of \$87.50 for the filing fees for the above referenced companies.

Thank you for your assistance in this matter. Please notify me if there are any problems with these Applications.

Sincerely yours,


Marco Rojas, Esq.

Enclosure

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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. MediaFinance 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. Delaware 3. 51-0388091
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/22/1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business transactions in Florida yet
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 270 Presidential Drive, Wilmington, DE 19807
(Current mailing address)

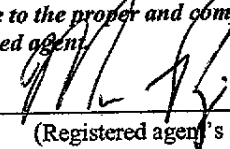
8. Software development and investments in media and finance areas
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Freeman, Butterman, Haber & Rojas, LLP
Name: _____
Office Address: 520 Brickell Key Drive, Suite 0-305
Miami, Florida, 33131
(Zip code)

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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.



(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.

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: Felix TM Schauerte
Address: Fürstenberger Str. 158, 60322 Frankfurt, Germany

Vice Chairman: Ms. Charlotte E. Balling
Address: Bobakken, 13, 3140 Aalsgaarde, Denmark

Director: Mr L. Angus Durocher
Address: 530 Hampshire Street, Suite 401a, San Francisco, CA 94110

Director: _____
Address: _____

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

President: Mr L. Angus Durocher
Address: (see above)

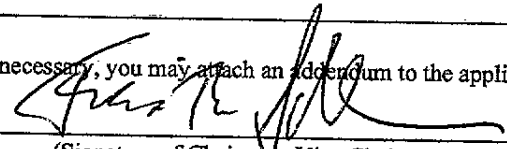
Vice President: Ms. Charlotte E. Balling
Address: (see above)

Secretary: Ms. Charlotte E. Balling
Address: (see above)

Treasurer: Mr L. Angus Durocher
Address: (see above)

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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)
Felix TM Schauerte, Chairman

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

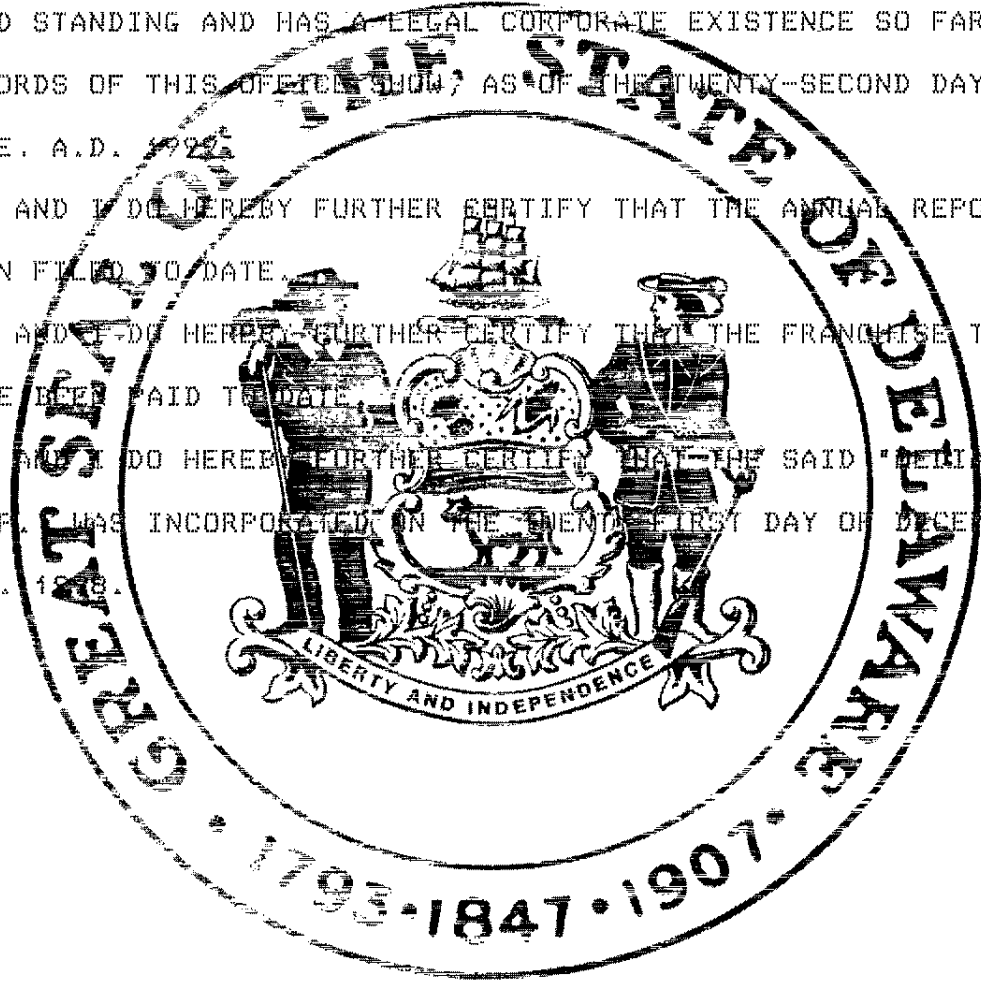
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIAFINANCE CORP." 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 TWENTY-SECOND DAY OF JUNE, A.D. 1999.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDIAFINANCE CORP." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1988.



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Edward J. Freel, Secretary of State



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AUTHENTICATION: 9819073

DATE: 06-22-99