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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 207866 4300506

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : August 15, 2003

ORDER TIME : 10:36 AM

ORDER NO. : 207866-005

CUSTOMER NO: 4300506

CUSTOMER: Ricardo Gomez-nieto
Davis & Gilbert
3rd Floor
1740 Broadway
New York, NY 10019

FOREIGN FILINGS

NAME: MARCA HISPANIC LLC

~~***FILE FIRST***~~

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MARCA Hispanic LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. August 6, 2003
(Date of Organization)
5. 20-0135728
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1320 South Dixie Highway, Miami, Florida 33146

(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Please see Schedule A attached hereto.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Advertising Agency



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stuart M. Zolot - Authorized Signatory

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

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FL 32301

1. The name of the Limited Liability Company is:

MARCA Hispanic LLC

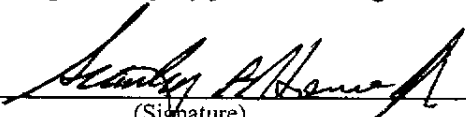
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

Stanley R. Howie, Jr.
Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Schedule A to
Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida
For MARCA Hispanic LLC

9. The name and usual business addresses of the managing members or managers are as follows:

Name	Business Address
Anthony Bucci	225 W. Station Square Drive Suite 500 Pittsburgh, Pennsylvania 15219
Stuart M. Zolot	225 W. Station Square Drive Suite 500 Pittsburgh, Pennsylvania 15219
Anthony Nieves	1320 South Dixie Highway Coral Gables, Florida 33146
Armando J. Hernandez	1320 South Dixie Highway Coral Gables, Florida 33146
Gene Beard	225 W. Station Square Drive Suite 500 Pittsburgh, Pennsylvania 15219

Delaware

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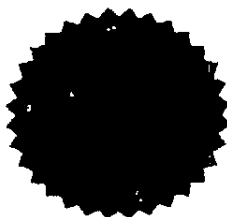
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARCA HISPANIC LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARCA HISPANIC LLC" WAS FORMED ON THE SIXTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3689385 8300

AUTHENTICATION: 2587253

030536012

DATE: 08-18-03