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ACCOUNT NO. : 072100000032

REFERENCE : 335443 4349124

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
01 NOV -8 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 6, 2001

ORDER TIME : 3:21 PM

ORDER NO. : 335443-010

CUSTOMER NO: 4349124

CUSTOMER: Ms. Leslie Heichman
The Interpublic Group Of
1271 Avenue Of The Americas
44th Floor
New York, NY 10020

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DEPARTMENT OF STATE
SECTION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ZENTROPY INC.

9

400004673404--8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**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. Zentropy, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 3, 2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 136 Madison Avenue, New York, NY 10016
(Principal office address)
136 Madison Avenue, New York, NY 10016
(Current mailing address)
Brand Advertising
8. _____
(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)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Dolores Butts

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

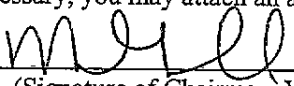
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Mitchell Gendel, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Officers

Michael Tey-President

6600 Lexington Avenue
Hollywood, CA 90038

Mark Dowley-Vice President

750 Third Avenue
New York, New York 10017

Nicholas J. Camera-Vice President, Secretary

1271 Avenue of the Americas - 44th Floor
New York, New York 10020

Albert Conte-Vice President - Taxes

1270 Avenue of the Americas
New York, New York 10020

Steven Berns-Vice President-Treasurer

1270 Avenue of the Americas
New York, New York 10020

Mitchell Gendel-Assistant Secretary

1271 Avenue of the Americas - 44th Floor
New York, New York 10020

Directors

Nicholas J. Camera

1271 Avenue of the Americas - 44th Floor
New York, New York 10020

Mark Dowley

750 Third Avenue
New York, New York 10017

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZENTROPY, 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 SIXTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
HALLAMASSE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3387620 8300

AUTHENTICATION: 1430132

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DATE: 11-06-01