

Document Number

F00000001163

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

700003152907--9

-03/01/00--01065--014

*****70.00 *****70.00

CORPORATION(S) NAME

GCG Merger Corp.

(5)

00 MAR -1 PM 4: 50
DEPARTMENT OF CORPORATIONS
FILED OF STATES
SECRETARY OF CORPORATIONS

Profit

NonProfit

Limited Liability Company

Foreign

Qualification

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

Fictitious Name

Certified Copy

Photo Copies

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W.P. Verifier

3/1
RECEIVED
00 MAR -1 PM 12: 18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS

LAURA EARNEST

B/K
3/1/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: GCG MERGER CORP.
Ref. Number: W00000005601

FILED
DIVISION OF CORPORATIONS
00 MAR - 1 PM 11: 50

We have received your document for GCG MERGER CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the application, you must submit a CERTIFICATE OF EXISTENCE from Delaware.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

~~Buck Kohr~~
~~Corporate Specialist~~

Letter Number: 100A00011353

*Certificate of existence attached at back.
Please back date to 3/1/00.
Thanks!
Have a nice day -
Laura*

RECEIVED
00 MAR - 2 PM 3: 22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
30 MAR - 1 PM 1:50

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. GCG Merger 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. the State of Delaware 3. 13-4103122
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 29, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 2, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Marketing Services Group, Inc., 333 Seventh Avenue, 20th Floor, New York, NY 10001

(Current mailing address)

8. To provide direct marketing services to other businesses and to engage in any lawful act or activity.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan
(Registered agent's signature)

Connie Bryan Special Asst. Secy.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: J. Jeremy Barbera

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

Director: Cindy Hill

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

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

President: J. Jeremy Barbera

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

Vice President: Cindy Hill

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

Secretary: Cindy Hill

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

Treasurer: Cindy Hill

Address: c/o Marketing Services Group, Inc.

333 Seventh Avenue, 20th Floor, New York, NY 10001

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. J. Jeremy Barbera, President
(Typed or printed name and capacity of person signing application)

00 APR - 1 PM 4: 50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GCG MERGER 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 FIRST DAY OF MARCH, A.D. 2000.

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.

00 MAR -1 PM 4: 50
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

3061088 8300

001103100

AUTHENTICATION:

0288578

DATE:

03-01-00