



THE UNITED STATES
CORPORATION
COMPANY

F00000001475

ACCOUNT NO. : 072100000032

REFERENCE : 625865 4301772

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 2000

ORDER TIME : 9:53 AM

ORDER NO. : 625865-005

CUSTOMER NO: 4301772

800003172168--3

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Av.
12th Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: MEDIA CONTACTS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 5:16

RECEIVED
00 MAR 16 AM 10:36
GENERAL REG. DIV. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B/K
3/16/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MEDIA CONTACTS CORPORATION
Ref. Number: W00000007025

RESUBMIT
Please give original
submission date as file date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 5:16

We have received your document for MEDIA CONTACTS CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Registered Agent MUST SIGN in Item 10.,

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: 300A00014642

RECEIVED
00 MAR 17 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.*

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR 16 PM 5:16

1. MEDIA CONTACTS CORPORATION
(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. 52-2178035
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 22, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. The Corporation is not yet transacting business in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1180 Avenue of Americas
New York, NY 10036
(Current mailing address)
Media buying.
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
(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

By: Lynette Coleman
(Registered agent's signature)

Lynette Coleman,

**Lynette Coleman
as its agent**

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)

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DIVISION OF CORPORATIONS
00 MAR 16 PM 3:16

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Maria Luisa Francoli

Address: 1180 Avenue of the Americas

New York, NY 10036

Director: _____

Address: _____

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

President: Maria Luisa Francoli

Address: 1180 Avenue of the Americas

New York, NY 10036

Vice President: N/A

Address: _____

Secretary: Jordan E. Ringel

Address: c/o Pavia & Harcourt 600 Madison Avenue, 12th Floor

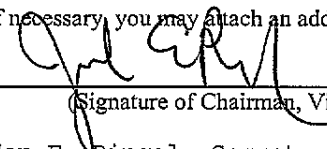
New York, NY 10022

Treasurer: Gary McCorry

Address: 1180 Avenue of the Americas

New York, NY 10036

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. Jordan E. Ringel, Secretary

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

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 5:16

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIA CONTACTS CORPORATION" 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 FIFTEENTH DAY OF MARCH, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDIA CONTACTS CORPORATION" WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1999.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0316563
DATE: 03-15-00