

Document Number Only

F00000001988

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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

CORPORATION(S) NAME

SignCast, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/10/00

RECEIVED
00 APR 10 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 1:49

Handwritten signature and date: 4/10/00

**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.

FILED
STATE
SECRETARY OF CORPORATIONS
00 APR 10 PM 1:49

1. SignCast, 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. 36-4224824
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 22, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing and acceptance of Application for Authorization with the Florida Secretary of State.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 625 N. Michigan Avenue, Suite 1500-1510
Chicago, Illinois 60611
(Current mailing address)

8. any lawful business
(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


(Registered agent's signature)
Gil S. Apellis, Asst. Secretary

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: *See Exhibit "A" attached hereto and incorporated herein by reference

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: *See Exhibit "A", attached hereto and incorporated herein by reference.

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. Marc H. Morgenstern, Secretary

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

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SECRETARY CORPORATIONS
APR 10 PM 1:49

Exhibit A
to
Application by Foreign Corporation for Authorization to Transact Business
in the State of Florida
for
SignCast, Inc.

00 APR 00 PM 1:49
SECRETARY OF CORPORATIONS
HALL OF RECORDS

Item No. 12/The names and addresses of the officers and/or directors of SignCast, Inc. are:

Board of Directors

<u>Name</u>	<u>Business Address</u>
Eugene P. Beard	1271 Ave of the Americas New York, NY 10020
Kevin B. Berg	625 N. Michigan Avenue Suite 1500-1510 Chicago, IL 60010
John Billock	1100 Ave of the Americas New York, NY 10036
Howard C. Draft	633 N. St. Clair Chicago, IL 60611
Eric Levin	1100 Ave of the Americas New York, NY 10036
Bryan Lourd	9830 Wilshire Blvd. Beverly Hills, CA 90212
William E. Nelson	1100 Ave of the Americas New York, NY 10036

<u>Officers</u>	<u>Title</u>	<u>Business Address</u>
Timothy M. Walsh	President and Chief Operating Officer	625 N. Michigan Avenue Suite 1500-1510 Chicago, IL 60611
Marc H. Morgenstern	Secretary	The Tower at Erieview Suite 2600 Cleveland, OH 44114
Leonidas S. Addimando	Assistant Secretary	625 N. Michigan Avenue Suite 1500-1510 Chicago, IL 60611

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIGNCAST, 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 THIRTY-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.

FILED
OFFICE OF STATE
SECRETARY OF CORPORATIONS
00 APR 10 PM 5:49



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0352660

DATE: 03-31-00