



F00000002517

ACCOUNT NO. : 072100000032

REFERENCE : 683937 4319220

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 3, 2000

ORDER TIME : 9:59 AM

ORDER NO. : 683937-025

200003240412--9

CUSTOMER NO: 4319220

CUSTOMER: Ms. Carol Menniti
Viacom Inc.
1515 Broadway
51-17
New York, NY 10036

FOREIGN FILINGS

NAME: VIACOM SERVICES INC.

(4)

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 MAY -5 AM 9:16

RECEIVED
00 MAY -5 AM 11:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR
5/5

**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. Viacom Services 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

(State or country under the law of which it is incorporated)

3. 13-4112829

(FEI number, if applicable)

4. 4/20/2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1515 Broadway

New York, NY 10036

(Current mailing address)

8. Payroll company.

(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: Vicki Schreiber, Asst. V.P.

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
MAY -5 AM 9:16

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

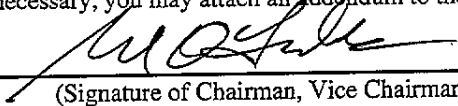
Secretary: _____

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. Michael D. Fricklas, Senior Vice President
(Typed or printed name and capacity of person signing application)

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Viacom Services Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael D. Fricklas
(Name of Person)

Viacom Services Inc.
(Firm/Company)

1515 Broadway
(Address)

New York, New York 10036
(City/State/Zip)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 AM 9:16

Should you need to call someone concerning this matter, please call:

Carol A. Menniti, Paralegal at (212) 258-6680
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| ☐ \$70.00 Filing Fee | ☐ \$78.75 Filing Fee &
Certificate of Status | ☐ \$78.75 Filing Fee &
Certified Copy | ☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

Directors, Officers Report

Viacom Services Inc.

Wednesday, April 26, 2000

DIRECTORS

Michael D. Fricklas
George S. Smith, Jr.

Director
Director

OFFICERS

Michael D. Fricklas
Philippe P. Dauman
Thomas E. Dooley
William A. Roskin
George S. Smith, Jr.
Mark C. Morril
Michelena Hallie
John Berna
Laura Franco
Katherine B. Rosenberg
Nancy P. Rosenfeld
Ilene W. Stack

Senior Vice President and Secretary
Executive Vice President
Executive Vice President
Senior Vice President
Senior Vice President
Vice President and Assistant Secretary
Vice President and Assistant Secretary
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The business address of the above Directors and Officers is as follows:

VIACOM INC.
1515 BROADWAY
51-17
NEW YORK, NY 10036

State of Delaware
Office of the Secretary of State

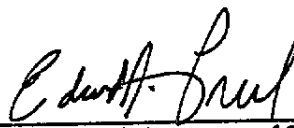
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACOM SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 AM 9:16




Edward J. Freel, Secretary of State

3216302 8300

001224254

AUTHENTICATION: 0415639

DATE: 05-03-00