

F00000003929

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE JACK MORTON COMPANY
(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:

Elijah Jackson
(Name of Person)
THE JACK MORTON COMPANY
(Firm/Company)
800 South Frederick Avenue, Suite 102
(Address)
Gaithersburg, Maryland 20877
(City/State/Zip)

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

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-07/11/00-01008-013
*****70.00 *****70.00

Elijah Jackson at (301) 869-7600
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Name Availability	Qualification/Tax Lien Section
Document Examiner	Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399
Update	Enclosed is a check for the following amount:
Updater Verifier	<input checked="" type="checkbox"/> \$70.00 Filing Fee
Acknowledgement	DCC
W. P. Verifier	DCC

MAILING ADDRESS:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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jack morton.

VIA UNITED PARCEL SERVICE (UPS)

July 11, 2000

State of Florida
Qualification/Tax Lien Section
Division of Corporations
409 East Gains St.
Tallahassee, Florida 32399

Re. The Jack Morton Company
FEIN. 53-0257863
Florida Application by Foreign Corporation for Authority to Transact Business
Amount Due: \$70.00

Dear Sir/Madam:

The Jack Morton Company is hereby placing application to do business in the State of Florida. Therefore, enclosed please find the required executed documents as follows:

- a.) 1 – Application by Foreign Corporation to Transact Business in Florida and
- b.) 1 – Certificate of Existence (Good Standing) from Delaware Secretary of State.

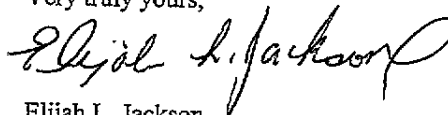
As payment of all fees involved in this filing, I have enclosed **check number 149528** in the amount of \$70.00. Please apply these funds to Federal Employer Identification Number 53-0257863. These are all the documents specified by your instruction when applying for a Certificate of Authority in the State of Florida. If all documents are to your satisfaction, please process and mail any acknowledgement to:

The Jack Morton Company
800 S. Frederick Avenue
Suite 102
Gaithersburg, Maryland 20877

Attention: Elijah Jackson.

Thank you for your help in this matter. If you should have any question concerning this matter, please feel free to contact me.

Very truly yours,



Elijah L. Jackson
Senior Tax Accountant

**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. THE JACK MORTON COMPANY

(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. 53-0257863

(FEI number, if applicable)

4. April 6, 1960

(Date of incorporation)

5. Perpetual

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

6. April 20, 2000

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

7. 800 South Frederick Avenue, Suite 102, Gaithersburg, Maryland 20877

(Current mailing address)

8. Experiental Communications - creating brand-buiding envents programs.
(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: CT Corporation System

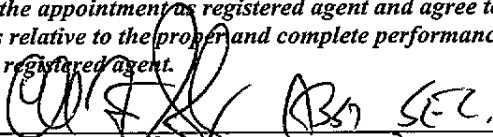
Office Address: 1200 South Pine Island Road

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.


(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.

CERTIFICATE OF EXISTENCE ENCLOSED

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

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TALLAHASSEE FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See Attached List

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: See Attached List

Address: _____

Secretary: _____

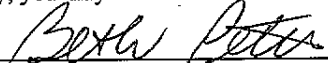
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Beth Peters/Vice President
(Typed or printed name and capacity of person signing application)

**The Jack Morton Company
List of Directors & Officers
As of May 4, 2000**

Board of Directors

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
William Morton	Chairman	498 7th Avenue, New York, NY.10018
Norman Holtz	Director	800 S. Frederick Avenue, Ste. 102, Gaithersburg, MD. 20877
Joseph B. McCall IV	Director	36 Washington Street, Suite 190, Wellesley,MA. 02481
Lawrence Lamattina	Director	1271 Avenue of the Americas, New York, NY. 10020
Barry Linsky	Director	1271 Avenue of the Americas, New York, NY. 10020

Corporate Officers

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
William Morton	Chief Executive Officer	498 7th Avenue, New York, NY.10018
William Kahn	Executive V.P.	680 Lake Shore Drive, Suite 1300, Chicago, IL. 60611
Joseph B. McCall IV	Senior Vice President	36 Washington Street, Suite 190, Wellesley,MA. 02481
Laura Shuler	Executive V.P.	498 7th Avenue, New York, NY.10018
Patricia Rossin	Senior Vice President	44 Farnsworth Street, 3rd, Floor, Boston, MA. 02210
Jo Hannah Adams-King x	Exec. V.P.	444 DeHaro Street, Suite 208, San Francisc, CA. 94107
Norman Holtz	Exec. V.P./ Chief Financial Officer	800 S. Frederick Avenue, Ste. 102, Gaithersburg, MD. 20877
Beth Peters	V.P./Treasurer	800 S. Frederick Avenue, Ste. 102, Gaithersburg, MD. 20877
Julie Nelson	V.P./Finance	800 S. Frederick Avenue, Ste. 102, Gaithersburg, MD. 20877
Frank Andrews	Vice President	1725 K. Street, NW., suite 1400, Washington, DC. 20006
Christopher Cavanaugh	Vice President	498 7th Avenue, New York, NY.10018
William Bunkers	Vice President	680 Lake Shore Drive, Suite 1300, Chicago, IL. 60611
David Robertson	Vice President	300 First Avenue North, Suite 330, Minneapolis, MN. 55401
Bret Wright	Vice President	444 DeHaro Street, Suite 208, San Francisc, CA. 94107
William Boris-Schacter	Vice President	44 Farnsworth Street, 3rd, Floor, Boston, MA. 02210
Harvey Silver	Vice President	680 Lake Shore Drive, Suite 1300, Chicago, IL. 60611
Thomas Henry Larson	Vice President	44 Farnsworth Street, 3rd, Floor, Boston, MA. 02210
Robin Reif	Vice President	498 7th Avenue, New York, NY.10018
James Meeker	Vice President	498 7th Avenue, New York, NY.10018
Owen Cassidy	Vice President	680 Lake Shore Drive, Suite 1300, Chicago, IL. 60611

Attachment to Florida Application for Certificate of Authority, Line 12 A. and 12 B.

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE JACK MORTON COMPANY" 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 TWENTY-FIRST DAY OF JUNE, A.D. 2000.

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00 JUL 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0510741

DATE:

06-21-00