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UCC FILING & SEARCH SERVICES, INC.
26 East Fort Alamo
Tallahassee, Florida 32301
(850) 681-6528

FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

819595/7875U

October 30, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Mindshare USA Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

100003443421--6

-10/30/00--01032--009

*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 OCT 30 11:37
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 10:43
TO AGENCY/LEADS
SUFFICIENT FILING

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. Mindshare USA, 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. _____
(FEI number, if applicable)
4. 9/30/99
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 20001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 825 8th Avenue
New York, NY 10019
(Current mailing address)

8. Media Investment
(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: NRAI Services, Inc.

Office Address: 526 East Park Avenue

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.

NRAI Services, Inc.

[Signature]
(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)

See attached.

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OCT 30 AM 11:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ATTACHMENT

NAME	TITLE	ADDRESS
Officers:		
Irwin Gotlieb	President, CEO & Chairman	825 8 th Avenue New York, NY 10019
Mary Ellen Howe	Secretary & Treasurer	309 West 49 th Street New York, NY 10019
Tom Neuman	Vice President-Taxes	309 West 49 th Street New York, NY 10019

NAME	ADDRESSES	FILED
Directors:		
Rupert Day	40 Strand London, WC2N 5RF England 44-20-7969-4004	00 OCT 30 AM 11:37 SECRETARY OF STATE TALLAHASSEE, FLORIDA
Irwin Gotlieb	825 8 th Avenue New York, NY 10019	
Mary Ellen Howe	309 West 49 th Street New York, NY 10019	
Tom Neuman	309 West 49 th Street New York, NY 10019	
Dominic Proctor	40 Strand London, WC 2N 5RF England 44-20-7969-4001	
Eric Salama	27 Farm Street London W1X 6RD, England	

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: _____

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. Mary Ellen Howe

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary Ellen Howe- Secretary

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MINDSHARE USA, 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MINDSHARE USA, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999.

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

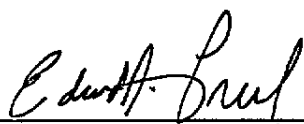
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 OCT 30 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0756399

DATE: 10-26-00