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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

700003449367--9
-11/03/00--01001--005
*****78.75 *****78.75

CORPORATION(S) NAME

Marketing Drive EMP Worldwide, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merge
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

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CONNIE BRYAN

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Marketing Drive EMP Worldwide, 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:

Anne Diamond

(Name of Person)

C T Corporation System

(Firm/Company)

208 S. LaSalle Street, Suite 814

(Address)

Chicago IL 60604

(City/State/Zip)

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

Anne Diamond

(Name of Person)

at (800) 475-1212

(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

**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. Marketing Drive EMP Worldwide, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. 36-4362877
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/10/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/17/2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2525 Ocean Park Blvd., Santa Monica, CA 90405

(Current mailing address)
- Managing event brand promotion activities.
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: 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.

By: Anne E. Diamond Anne E. Diamond
(Registered agent's signature) Assistant 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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

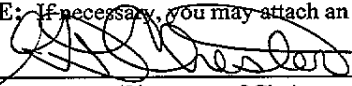
Secretary: _____

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. Gary Chester, Vice President
(Typed or printed name and capacity of person signing application)

Marketing Drive EMP Worldwide, Inc.

DIRECTORS

Alan L. Babitz **Director**
Primary Address: True North Diversified Companies
40 West 23rd Street
New York, NY 10010 USA

John D. Block **Director**
Primary Address: Marketing Drive Worldwide, Inc.
372 Danbury Road
Wilton, CT 06897 USA

James B Wark **Director**
Primary Address: Marketing Drive EMP Worldwide, Inc.
2525 Ocean Park Blvd.
Santa Monica, CA 90405

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OFFICERS

Daniel Eisenberg **Vice President - Promotions**
Primary Address: Marketing Drive EMP Worldwide, Inc.
2525 Ocean Park Blvd.
Santa Monica, CA 90405

Erin Keller **Vice President - Marketing**
Primary Address: Marketing Drive EMP Worldwide, Inc.
2525 Ocean Park Blvd.
Santa Monica, CA 90405

James B Wark **President, Secretary & Chief Financial Officer**
Primary Address: Marketing Drive EMP Worldwide, Inc.
2525 Ocean Park Blvd.
Santa Monica, CA 90405

Gary D. Chester **Vice President**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Tony Harmon **Chief Operating Officer**
Primary Address: Marketing Drive EMP Worldwide, Inc.
2525 Ocean Park Blvd.
Santa Monica, CA 90405

Dale F. Perona **Vice President, Assistant Secretary**
Primary Address: True North Communications Inc.
101 East Erie Street
Chicago, IL 60611 USA

Michael L. Schultz **Vice President**
Primary Address: TN Services
13801 FNB Parkway
Omaha, NE 68154-5297 USA

State of Delaware
Office of the Secretary of State

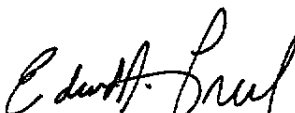
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARKETING DRIVE EMP WORLDWIDE, 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-SEVENTH DAY OF OCTOBER, A.D. 2000.

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

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00 NOV -2 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

3209801 8300

AUTHENTICATION: 0759576

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DATE: 10-27-00