

**CORPORATE
ACCESS,
INC.**

FO0000006573

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Media Outsourcing, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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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

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1. Media Outsourcing, 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. 13-4083526
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 24, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2550 Heritage Court, Suite 106
Atlanta, Georgia 30339
(Current mailing address)

8. Direct Marketing and any lawful business purpose for which corporations may be organized
(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 E. 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.
Charles A. Coyle
(Registered agent's signature)

Charles A. Coyle - 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 attached officer/director rider

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 attached officer/director 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. Sally Smith
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sally Smith - Executive Vice President and General Manager
(Typed or printed name and capacity of person signing application)

MEDIA OUTSOURCING, INC.

a Delaware corporation

List of Officers

Ronald Altbach
President
2550 Heritage Court
Suite 106
Atlanta, GA 30339

Tim Ledwick
Secretary
2550 Heritage Court
Suite 106
Atlanta, GA 30339

Sally Smith
Executive VP & General Manager
2550 Heritage Court
Suite 106
Atlanta, GA 30339

Dennis Gougion
Executive Vice President
2550 Heritage Court
Suite 106
Atlanta, GA 30339

List of Directors

Ronald Altbach
2550 Heritage Court
Suite 106
Atlanta, GA 30339

Tim Ledwick
2550 Heritage Court
Suite 106
Atlanta, GA 30339

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State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIA OUTSOURCING, 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 TWENTIETH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDIA OUTSOURCING, INC." WAS INCORPORATED ON THE TWENTY-FOURTH 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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0747327

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DATE: 10-20-00