



THE UNITED STATES
CORPORATION
COMPANY

F01000000717

ACCOUNT NO. : 072100000032

REFERENCE : 988406 7128687

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 FEB -5 PM 4:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
Patricia

ORDER DATE : February 2, 2001

ORDER TIME : 9:34 AM

ORDER NO. : 988406-005

CUSTOMER NO: 7128687

CUSTOMER: Ms. Annmarie Fowler
United News & Media Inc.
32 Union Square East
5th Floor
New York, NY 10003

000003633350--8

FOREIGN FILINGS *(6)*

NAME: MEDIAMARK RESEARCH, INC.

RECEIVED
01 FEB -5 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: *3/5*

**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. Mediamark Research, 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. 13-36030248

(FEI number, if applicable)

4. September 18, 1991

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 650 Avenue of the Americas, 3rd Floor, New York, NY 10011

(Principal office address)

650 Avenue of the Americas, 3rd Floor, New York, NY 10011

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) organized.

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

(City)

(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

John S. Holmes
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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

14. Ian Jack, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Mediamark Research, Inc.

Name & Title

Address

Alain J. Tessier
Director, Chairman &
Chief Executive Officer

650 Avenue of the Americas
3rd Floor
New York, NY 10011

Kathi Love
Director, President &
Chief Executive Officer

650 Avenue of the Americas
3rd Floor
New York, NY 10011

Charles Gregson
Director

650 Avenue of the Americas
3rd Floor
New York, NY 10011

Ian D. Jack
Director, CFO,
Executive Vice President
Finance & Administration

650 Avenue of the Americas
3rd Floor
New York, NY 10011

Richard M. Block
Director, Vice President &
Director of Taxation

32 Union Square East
New York, NY 10003

Julian Baim
Executive Vice President

650 Avenue of the Americas
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New York, NY 10011

Chris Schlagheck
Senior Vice President

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Karen Tubridy
Senior Vice President

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David Arpin
Vice President

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Ted D'Amico
Vice President

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Anne Drake
Vice President

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Scott Turner
Vice President

444 North Michigan Avenue
Suite 3530
Chicago, Illinois 60611

Bob Warrens
Vice President

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New York, NY 10011

Anne W. Gurnsey
Secretary

32 Union Square East
New York, NY 10003

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIAMARK RESEARCH 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 SECOND DAY OF FEBRUARY, A.D. 2001.

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

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

01 FEB -5 PM 4:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2273915 8300

AUTHENTICATION: 0952611

010055537 DATE: 02-02-01