



FO1000003454

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AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 1220.00 *1220.75*

FILED
01 JUN 28 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2001

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ORDER NO. : 202119-030

CUSTOMER NO: 4305845

CUSTOMER: Ms. Heather Thompson
Willkie Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

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2001 JUN 28 PM 3:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: MEDALLION TAXI MEDIA, INC.

XXXX QUALIFICATION (TYPE: CO)

000004450970--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
✓ CERTIFICATE OF GOOD STANDING

FOI-3454
OK

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

**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. Medallion Taxi Media, 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. New York 3. 13-378-5512
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 23, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/01/2000
(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. 437 Madison Avenue, 38th Floor, New York, New York 10022
(Principal office address)
437 Madison Avenue, 38th Floor, New York, New York 10022
(Current mailing address)
Please see Rider for Question #8
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: 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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. 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.

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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: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

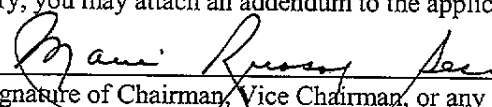
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marie Russo, Secretary
(Typed or printed name and capacity of person signing application)

Rider for Question# 8

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York including, but not limited to advertising on the roofs of taxicabs and otherwise in connection with the taxi industry. This Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

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TALLAHASSEE, FLORIDA

Officers and Directors Rider

Name: Alvin M. Murstein
Title: Director
Address: 437 Madison Avenue, 38th Floor
New York, New York 10022

Name: Andrew M. Murstein
Title: Chief Executive Officer and Director
Address: 437 Madison Avenue, 38th Floor
New York, New York 10022

Name: Michael Leible
Title: President
Address: 437 Madison Avenue, 38th Floor
New York, New York 10022

Name: Marie Russo
Title: Secretary
Address: 437 Madison Avenue, 38th Floor
New York, New York 10022

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State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of MEDALLION TAXI MEDIA, INC. was filed on 08/23/1994, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of June
two thousand and one.*

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