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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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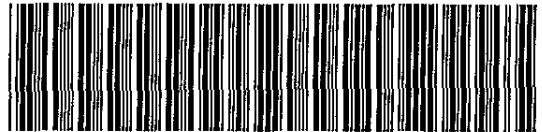
(Business Entity Name)

(Document Number)

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*Mallah, Furman and Company P.A.*  
CERTIFIED PUBLIC ACCOUNTANTS

**Brickell Bay Office Tower**  
1001 Brickell Bay Drive, Suite 1400  
Miami, Florida 33131-4938  
Dade: 305.371.6200 Broward: 954.728.9844  
Fax: 305.371.8726

**Cypress Park West**  
6700 North Andrews Avenue  
Suite 404  
Fort Lauderdale, Florida 33309  
Phone: 954.938.8001 Fax: 954.938.0907

www.mallahfurman.com

November 27, 2002

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: MCH Messe Basel AG F/K/A Schweizer Mustermesse AG  
FEIN: 98-0350486  
Form: Application by Foreign Corporation for Authorization to Transact Business In Florida

Gentlemen:

Enclosed herewith is/are Form(s) Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced taxpayer(s).

Please acknowledge receipt on the duplicate copy of this letter of transmittal and return to the undersigned to our Miami office located at 1001 Brickell Bay Drive, Suite 1400, Miami, Florida 33131.

Very truly yours,

MALLAH, FURMAN AND COMPANY, P.A.

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**ACKNOWLEDGED:**

BY: \_\_\_\_\_

DATE: \_\_\_\_\_

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MCH MESSE BASEL AG  
Schweizer Mustermesse AG  
(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:

David P. Rosenbaum  
(Name of Person)  
Mallah Furman and Company p.a.  
(Firm/Company)  
1001 Brickell Bay Drive Suite 1400  
(Address)  
U.S.A. Miami, Florida 33131-4938  
(City/State and Zip code)

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For further information concerning this matter, please call:

David P. Rosenbaum at ( 305 ) 371'6200  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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. M&H MESSE BASEL AG  
Schweizer Mustermesse AG (F/K/A)  
(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. Switzerland 3. 98-0350486  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1917 5. perpetual  
(Date of incorporation) (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.)

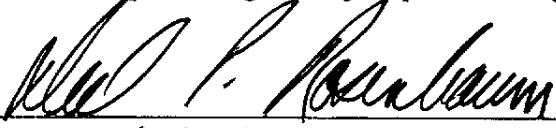
7. Messeplatz, P.O. Box, CH-4021 Basel  
(Principal office address)

Mallah Furman and Company P.A., 1001 Brickell Bay Drive Suite 1400, Miami 33131-4938  
(Current mailing address)

8. Promoter of trade show for art exhibitors  
(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: Mallah Furman and Company P.A. 553773  
Office Address: 1001 Brickell Bay Drive, Suite 1400  
Miami, Florida 33131-4938  
(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.*

  
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Boehni, Juerg  
Address: St. Albananlage 37, CH-4052 Basel

Vice Chairman: Meyer, Hans-Peter  
Address: Hardlaubstrasse 66, CH-8006 Zuerich

Director: Haering, Markus  
Address: Chilmetweg 8, 4464 Maisprach

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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B. OFFICERS

President: Kamm, René  
Address: Unterer Rheinweg 46, CH-4057 Basel

Vice President: Keller, Samuel  
Address: Sissacherstrasse 37, CH-4052 Basel

Secretary: Baettig, Marc  
Address: Oetlingerstrasse 41A, CH-4057 Basel

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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

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

14. Juerg Boehni, chairman Markus Haering, director  
(Typed or printed name and capacity of person signing application)



# Handelsregister des Kantons Basel-Stadt Haupt

Identification no	Legal status	Entry	Cancelled	Carried from: on:
CH-270.3.012.708-8	Limited or Corporation	21.12.2000		

## Every inscriptions

In	Ca	Business name	Ref	Legal seat
1	4	MBS-Messe-Basel AG (MBS Foire de Bâle SA) (MBS Fiera di Basilea SA) (MBS Basel Exhibition Ltd.)	1	Basel
4		MCH Messe Basel AG (MCH Foire de Bâle SA) (MCH Fiera di Basilea SA) (MCH Basel Exhibition Ltd.)		

Ref	Share capital (CHF)	Paid-in (CHF)	Shares	Ref	Company address
1	100'000.--	100'000.--	100-Namenaktien zu CHF 1'000.--	1	e/o-Dr. Thomas-Staehelin St.-Jakobs-Str. 7 4052-Basel
2	40'000'000.--	40'000'000.--	400'000 Namenaktien zu CHF 100.--	2	Messeplatz 1 4058 Basel
Ref	Part. capital (CHF)	Paid-in (CHF)	Participation certificates		

In	Ca	Purpose	Ref
1	2	Veranstaltung von Messen in Basel. Die Gesellschaft kann sich an anderen Unternehmungen beteiligen und Liegenschaften erwerben, verwalten und veräussern.	
2		Als Tochterunternehmen und im Interesse der MCH Messe Schweiz AG in erster Linie die Durchführung von Messen, Kongressen und weiteren Veranstaltungen am Standort Basel. Die Messen, Kongresse und Veranstaltungen sollen die Bedeutung des Standortes Schweiz für die nationalen und internationalen Märkte aufzeigen. Die Gesellschaft verwaltet und unterhält Immobilien und erbringt Dienstleistungen in den Bereichen Marketing, Kommunikation und Technik. Sie kann Räumlichkeiten auch mietweise zur Verfügung stellen, im In- und Ausland Unternehmungen erwerben und sich an solchen beteiligen und ebenso Liegenschaften erwerben, verwalten und veräussern.	

In	Ca	Remarks	Ref	Date of the
1		Eingeschriebene Briefe, sofern Namen und Adressen bekannt, andernfalls im Publikationsorgan.	1	27.11.2000
			2	22.06.2001
			4	06.09.2001

In	Ca	Qualified facts	Ref	Official publication
2		Sacheinlage und -übernahme: Einen Teil der Aktiven in der Höhe von CHF 393'432'549.-- und einen Teil der Passiven in der Höhe von 298'707'401.-- entsprechend dem ganzen Betrieb einschliesslich Beteiligungen der "MCH Messe Schweiz AG", vormals "Schweizer Mustermesse AG", gemäss Sacheinlage- und -übernahmevertrag vom 22.06.2001 zum Preis von CHF 94'725'148.--, wofür 399'000 Namenaktien zu CHF 100.-- ausgegeben und CHF 20'000'000.-- als Forderung gutgeschrieben werden.	1	SHAB
2		40'000 nicht handelbare Genussscheine, die Rechte auf Anteile am Liquidationserlös gemäss Statuten gewähren.		

In	Ca	Branch offices	In	Ca	Branch offices	In	Ca	Branch offices	In	Ca	Branch offices

Vis	Ref	No-journa	Date	STRJ	Date STRJ	Page	Vis	Ref	No-journa	Date	STRJ	Date STRJ	Page
TH	1	6183	21.12.2000	1	03.01.2001	18	SE	6	985	21.02.2002	41	28.02.2002	5
SB	2	3537	25.06.2001	126	03.07.2001	5015	FE	7	2777	04.06.2002	110	11.06.2002	6
SB	3	3867	10.07.2001	136	17.07.2001	5477	DD	8	5583	29.10.2002	214	05.11.2002	5
SE	4	5061	06.09.2001	177	13.09.2001	7146							
FE	5	6822	05.12.2001	241	12.12.2001	9771							

In	Mod	Can	Personalities	Function	Signature
1		2	Staehelin, Dr. Thomas, von Basel, in Riehen	president of the board of directors	joint signature at two
1		2	Sarasin, Dr. Christophe, von Basel, in Basel	member of the board of directors	joint signature at two
1		2	Mörkefer, Oskar, von Frauenfeld, in Kaiseraugst	member of the board of directors	joint signature at two
1			Ernst & Young AG, in Basel	office of revision	
2			Böhni, Jürg, von Amden, in Basel	president of the board of directors	joint signature at two
2			Haering, Markus P., von Aesch BL, in Maisprach	member of the board of directors	joint signature at two



# register des Kantons Basel-Stadt Hauptregister

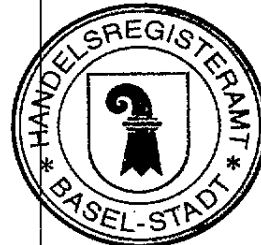
4.708-8

MCH Messe Basel AG

Basel

Every inscriptions

Ins	Mod	Can	Personalities	Function	Signature
2			Meyer, Hans-Peter, von Zürich, in Zürich	member of the board of directors	joint signature at two
2			Born, Ulrich, von Thunstetten, in Basel		joint signature at two
2			Denger, Peter, von Holderbank SO, in Basel		joint signature at two
2			Ebner, Kathrin, deutsche Staatsangehörige, in Schluchsee (D)		joint signature at two
2		5	<del>Feiner, Peter, von Basel, in Basel</del>		<del>joint signature at two</del>
2			Frischknecht, Kurt, von Schwellbrunn, in Lenzburg		joint signature at two
2			Gammeter, Walter, von Signau, in Reinach BL		joint signature at two
2			Gysin, Martin, von Liestal, in Lausen		joint signature at two
2			Gysin, Susanne, von Oltingen, in Basel		joint signature at two
2		5	<del>Hochuli, Thomas, von Basel und Allschwil und Rethrist, in Laufen</del>		<del>joint signature at two</del>
2			Holenstein, Peter, von Basel, in Allschwil		joint signature at two
2			Hug, Dieter, von Trimbach, in Münchenstein		joint signature at two
2			Hügli, Martin, von Thun und Brislach, in Wahlen		joint signature at two
2			Hutmacher, Philippe, von Konolfingen, in Kaiseraugst		joint signature at two
2			Jecker, Christian, von Mülliswil-Ramiswil, in Röschenz		joint signature at two
2			Jörg, Peter, von Domat/Ems, in Basel		joint signature at two
2			Kamm, René, von Basel, in Basel		joint signature at two
2			Kaufmann, Daniel, von Dagmersellen, in Basel		joint signature at two
2			Keller, Samuel, von Reinach AG, in Basel		joint signature at two
2			Kunz, Christoph, von Biel BE, in Allschwil		joint signature at two
2			Lips, Stéphane, von Basel, in Basel		joint signature at two
2			Löw, Leonhard, von Basel, in Basel		joint signature at two
2			Müller, Stephan, von Schmerikon, in Birsfelden		joint signature at two
2			Petermann, Urs, von Basel, in Basel		joint signature at two
2			Pittet, Alain, von Basel und Ormont-Dessous, in Basel		joint signature at two
2		7	<del>Rahm, Dr. Peter, von Hallau, in Olten</del>		<del>joint signature at two</del>
2		8	<del>Recher, Thomas-Markus, von Ziefen, in Buus</del>		<del>joint signature at two</del>
2			Santo, Michael, deutscher Staatsangehöriger, in Linsdorf (F)		joint signature at two
2			Scharf, Jonas, von Zeiningen, in Birsfelden		joint signature at two
2		5	<del>Stein, Cordula, deutsche Staatsangehörige, in Rheinfelden</del>		<del>joint signature at two</del>
2			Trottmann, Lorenz, von Rottenschwil, in Grindel		joint signature at two
2			Witt, Gabriele, deutsche Staatsangehörige, in Freiburg (D)		joint signature at two
3			Aeberhard, Verena, von Jegenstorf, in Luzern		joint signature at two
3			Blaser, Ulrich, von Trub, in Basel		joint signature at two
3			Brunner, Kurt, von Wald und Regensberg, in Regensberg		joint signature at two
3			Jenny, Edgar, von Basel, in Basel		joint signature at two
3			Keller, Susanne, von Basel, in Wallisellen		joint signature at two
3			Kostex, Markus, von Appenzell, in Birnenstorf AG		joint signature at two



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# Handelsregister des Kantons Basel-Stadt Hauptregister

CH-270.3.012.708-8	MCH Messe Basel AG	Basel	3
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Every inscriptions

Ins	Mod	Can	Personalities	Function	Signature
6			Bättig, Marc, von Basel, in Basel		joint signature at two
6			Bruderer, Hubert, von Trogen, in Basel		joint signature at two
6			Guarnaccia, Monica, von Basel, in Basel		joint signature at two
6			Hamböck, Michael, von Binningen, in Binningen		joint signature at two
6			Herzog, Christoph, von Beromünster, in Birsfelden		joint signature at two
6			Hochuli, Thomas, von Basel, Allschwil und Rothrist, in Laufen		joint signature at two
6			Hug, Nicolas, von Basel und Bettenhausen, in Münchenstein		joint signature at two
6			Kaufmann, Peter, von Basel, in Allschwil		joint signature at two
6			Kern, Andreas, von Basel, in Füllinsdorf		joint signature at two
6			Nägelin, René, von Reigoldswil, in Reinach BL		joint signature at two
6			Schaffter, Paul, von Metzerlen, in Dornach		joint signature at two
6			Schnyder, Werner, von Escholzmatt, in Basel		joint signature at two
6			Sengelin, Sylvie, französische Staatsangehörige, in Neuwiller (F)		joint signature at two
6			Züst, Peter, von Basel, in Riehen		joint signature at two
7		8	<del>Devine, William, von Le Grand Saconnex, in Mies</del>		<del>joint signature at two</del>
8			Hirt, Stephan, von Kirchleerau, in Pratteln		joint signature at two

Basel, 20.11.2002 11:27

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Handelsregisteramt Basel-Stadt

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