

F03 0000000959

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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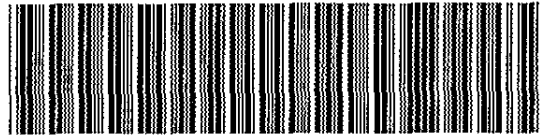
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032
REFERENCE : 936823 7128687
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : February ²⁶~~19~~, 2003

ORDER TIME : 9:49 AM

ORDER NO. : 936823-125

CUSTOMER NO: 7128687

CUSTOMER: Ms Danielle Basquil
United Business Media Inc.
27th Floor
810 Seventh Avenue
New York, NY 10019

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FOREIGN FILINGS

NAME: PRN HOLDINGS (USA), INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

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. PRN HOLDING (USA), 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. 51-0379139
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 30, 1998 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. 1201 NORTH ORANGE STREET, STE 781, WILMINGTON, DE 19801
(Principal office address)

1201 North Orange Street, Suite 781, Wilmington, DE 19801
(Current mailing address)

HOLDING COMPANY

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

David W. Nickelsen
(Registered agent's signature)

DAVID W. NICKELSEN, ASST-SECY

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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SECRETARY OF STATE

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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TALLAHASSEE, FLORIDA

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. ANNMARIE FOWLER, ASST. VP & SECRETARY

(Typed or printed name and capacity of person signing application)

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Officers/Directors Rider

DIRECTORS

Peter Brooks	810 7 th Ave., New York, NY 10019
Annmarie Fowler	810 7 th Ave., New York NY 10019
Matthew Imbrosciano	810 7 th Ave., New York, NY 10019
Michael A. Russak, Jr.	810 7 th Ave., New York, NY 10019

OFFICERS

Charlie Morin <i>President</i>	810 7 th Ave., New York, NY 10019
Peter Brooks <i>Vice President</i>	810 7 th Ave., New York, NY 10019
Matthew Imbrosciano <i>Vice President-Controller</i>	810 7 th Ave., New York, NY 10019
Scott Mozarsky <i>Vice President-Legal</i>	810 7 th Ave., New York NY 10019
Michael A. Russak, Jr., <i>Vice President-Taxation</i>	810 7 th Ave., New York, NY 10019
Annmarie Fowler <i>Assistant Vice President and Secretary</i>	810 7 th Ave., New York NY 10019

Delaware

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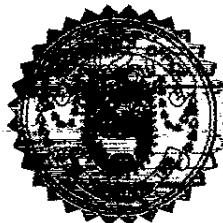
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRN HOLDINGS (USA), 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-FIRST DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRN HOLDINGS (USA), INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JANUARY, A.D. 1998.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2853140 8300

AUTHENTICATION: 2268029

030112264

DATE: 02-21-03