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Division of Corporations

CT CORPORATION

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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

Berthold Direct Corp.

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4p

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. BERTHOLD DIRECT CORP.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. ILLINOIS 3. 36-3944280
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 4, 1994 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. 47 W. POLK ST. #100-175, CHICAGO, IL 60605
(Principal office address)
47 W. POLK ST. #100-175, CHICAGO, IL 60605
(Current mailing address)

8. any + all legal business
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By:

(Registered agent's signature)

James M. Halpin

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: HARVEY HUNTAddress: 47 W. POLK ST. #100-340, CHICAGO, IL 60605Director: MELISSA M. HUNTAddress: 47 W. POLK ST. #100-340, CHICAGO, IL 60605

B. OFFICERS

President: HARVEY HUNT

+Treasurer

Address: 47 W. POLK ST. #100-340, CHICAGO, IL 60605Vice President: MELISSA M. HUNT

+Secretary + General Counsel

Address: 47 W. POLK ST. #100-340, CHICAGO, IL 60605Secretary: see above

Address: _____

Treasurer: see above

Address: _____

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

13. Melissa M. Hunt

(Signature of Director or Officer listed in number 12 of the application)

14. MELISSA M. HUNT, VICE PRESIDENT, GENERAL COUNSEL + SECRETARY

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

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DIVISION OF CORPORATIONS

File Number

5775-465-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

BERTHOLD DIRECT CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 5, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 21ST
day of JUNE *A.D.* 2004

Jesse White

SECRETARY OF STATE