

NOV-15-2004

Division of Corporations

C T CORPORATION

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Manning, Selvage & Lee, Inc.

Certificate of Status	0
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Page Count	05
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TALLAHASSEE, FLORIDA

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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. Manning, Selvage & Lee, Inc.
(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. New York 3. 13-3030404
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 11, 1979 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 18, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1675 Broadway, New York, NY 10019
(Principal office address)
c/o Re:Sources USA - Legal, 35 West Wacker Drive, 22nd Floor, Chicago, IL 60601
(Current mailing address)

8. Advertising agency
(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 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.

By [Signature] CT Corporation System
(Registered agent's signature)

Christine M. Eastwine
Assistant Vice President

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. DIRECTORSChairman: Louis CapozziAddress: 1675 Broadway, New York, NY 10019

Vice Chairman: _____

Address: _____

Director: John R. BetleyAddress: 79 Madison Avenue, New York, NY 10016

Director: _____

Address: _____

B. OFFICERSPresident: See attachment

Address: _____

Vice President: _____

Address: _____

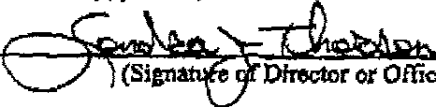
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Sondra J. Thorson, Vice President & Assistant Secretary November 11, 2004
(Typed or printed name and capacity of person signing application)

**Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Applicant: Manning, Selvage & Lee, Inc.

Officers

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
John Bellizzi	Treasurer	1675 Broadway, New York, NY 10019
John R. Betley	Secretary	79 Madison Avenue, New York, NY 10016
Louis Capozzi	President & Chief Executive Officer	1675 Broadway, New York, NY 10019
Michael Marino	Executive Vice President & Chief Strategic Officer	1675 Broadway, New York, NY 10019
Richard W. Meehan	Vice President & Assistant Treasurer	79 Madison Avenue, New York, NY 10016
Sondra J. Thorson	Vice President & Assistant Secretary	35 West Wacker Drive, Chicago, IL 60601
Robert S. Westphal	Vice President & Assistant Treasurer	79 Madison Avenue, New York, NY 10016

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TALLAHASSEE, FLORIDA

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

I hereby certify, that the Certificate of Incorporation of MANNING, SELVAGE & LEE, INC. was filed on 12/11/1979, under the name of MSL PUBLIC RELATIONS, INC., 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.

A Certificate of Amendment MSL PUBLIC RELATIONS, INC., changing its name to MANNING, SELVAGE & LEE, INC., was filed 02/28/1980.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of November
two thousand and four.*

Secretary of State

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