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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY 30 PM 1:08

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FOREIGN PROFIT/NONPROFIT CORPORATION

CBS Subsidiary Management Corp.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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*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. CBS Subsidiary Management 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. Delaware

(State or country under the law of which it is incorporated)

3. 20-3544349

(FBI number, if applicable)

4. September 28, 2005

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 28, 2005

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

7. 405 Lexington Ave., New York, New York 10174

(Principal office address)

c/o CBS Corporation, 51 W. 52nd Street (19th Floor), New York, New York 10019

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized under DEL GC

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

, Florida 32301

(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

By: 

(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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TALLAHASSEE, FLORIDA

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

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A. DIRECTORS

Chairman: See Attachment

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: 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. Lisa M. Tanzi

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

14. Lisa M. Tanzi, Vice President and Assistant Secretary

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

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CBS SUBSIDIARY MANAGEMENT CORP.

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DIRECTORS

Louis J. Briskman
51 West 52nd Street
New York, NY 10019

Susan C. Gordon
51 West 52nd Street
New York, NY 10019

Joseph R. Ianniello
51 West 52nd Street
New York, NY 10019

Fredric G. Reynolds
51 West 52nd Street
New York, NY 10019

OFFICERS

Louis J. Briskman
51 West 52nd Street
New York, NY 10019

President

Anthony G. Ambrosio
51 West 52nd Street
New York, NY 10019

Executive Vice President, Human Resources and Administration

Martin D. Franks
601 Pennsylvania Avenue, N.W.
Suite 540
Washington, D.C. 20004

Executive Vice President, Planning, Policy and Government Relations

Fredric G. Reynolds
51 West 52nd Street
New York, NY 10019

Executive Vice President and Chief Financial Officer

Susan C. Gordon
51 West 52nd Street
New York, NY 10019

Senior Vice President and Controller

Joseph R. Ianniello
51 West 52nd Street
New York, NY 10019

Senior Vice President and Treasurer

Richard M. Jones
51 West 52nd Street
New York, NY 10019

Senior Vice President and General Tax Counsel

Angeline C. Straka
51 W 52nd Street
New York, NY 10019

Senior Vice President and Secretary

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CBS SUBSIDIARY MANAGEMENT CORP.

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Anthony Bongiorno
51 W 52nd Street
New York, NY 10019

Vice President and Assistant Secretary

Rebecca Borden
51 W 52nd Street
New York, NY 10019

Vice President and Assistant Secretary

Anne Lucey
601 Pennsylvania Avenue, N.W.
Suite 540
Washington, D.C. 20004

Vice President and Assistant Secretary

Lisa M. Tanzi
51 W 52nd Street
New York, NY 10019

Vice President and Assistant Secretary

Lawrence Liding
51 W 52nd Street
New York, NY 10019

Assistant Controller

Julie Behuniak
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Laura Franco
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Mindy H. Greene
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Jo-Ann Haller
11 Stanwix St.
Pittsburgh, PA 15222

Assistant Secretary

Michael A. Koczko
51 W 52nd Street
New York, NY 10019

Assistant Secretary

Kenneth F. Koen
51 W 52nd Street
New York, NY 10019

Assistant Secretary

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MAY. 30. 2007 4:00PM

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CBS SUBSIDIARY MANAGEMENT CORP.

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Mallory Levitt 51 West 52 nd Street New York, NY 10036	Assistant Secretary
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Alissa Makower 51 W 52 nd Street New York, NY 10019	Assistant Secretary
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Matthew D. Morgeson 51 W 52 nd Street New York, NY 10019	Assistant Secretary
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Eric Sobczak 11 Stanwix St. Pittsburgh, PA 15222	Assistant Secretary
--	---------------------

J. Kenneth Hill 51 W 52 nd Street New York, NY 10019	Assistant Treasurer
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CBS SUBSIDIARY MANAGEMENT CORP." 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 THIRTIETH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CBS SUBSIDIARY MANAGEMENT CORP." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5715339

DATE: 05-30-07

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