

From:

06/04/2007 14:09 #281 P.001/004

Division of Corporations

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

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

The Nielsen Company (US), Inc.

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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. **The Nielsen Company (US), 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**

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

3. **22-2145575**

(FEI number, if applicable)

4. **March 1, 1977**

(Date of incorporation)

5. **perpetual**

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

6. **upon qualification**

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

7. **770 Broadway, New York, NY 10003**

(Principal office address)

attn: Tax Dept, 770 Broadway, New York, NY 10003

(Current mailing address)

8. **holding company**

(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:

National Corporate Research, Ltd., Inc.

Office Address:

515 East Park Avenue

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.



(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas A. Mastrelli

Address: 770 Broadway, New York, NY 10003

Director: James W. Cuminale

Address: 770 Broadway, New York, NY 10003

B. OFFICERS

President: David L. Calhoun

Address: 770 Broadway, New York, NY 10003

Vice President: Frederick A. Steinmann

Address: 770 Broadway, New York, NY 10003

Secretary: James A. Ross

Address: 770 Broadway, New York, NY 10003

Treasurer: Peter K. Gersky

Address: 770 Broadway, New York, NY 10003

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. Frederick A. Steinmann, Vice President

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

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

I hereby certify, that the Certificate of Incorporation of THE NIELSEN COMPANY (US), INC. was filed on 03/01/1977, under the name of ARETE PUBLISHING COMPANY, 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 an existing corporation.

A Certificate of Amendment ARETE PUBLISHING COMPANY, INC., changing its name to VNU USA INC., was filed 02/08/1996.

A Certificate of Amendment VNU USA INC., changing its name to VNU, INC., was filed 06/14/2000.

A Certificate of Amendment VNU, INC., changing its name to THE NIELSEN COMPANY (US), INC., was filed 01/23/2007.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of May
two thousand and seven.*

Daniel Shapiro
Special Deputy Secretary of State

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