

From:

Division of Corporations

10/08/2008 05:24

#488 P.001/004

Page 1 of 1

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**THE NIELSEN COMPANY (US), INC.**

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Help

NC  
10/10/08

From:

10/08/2008 05:24

#468 P.002/004

((H08000232445 3)))

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F07000002907

(Document number of corporation (if known))

1. The Nielsen Company (US), Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. New York  
(Incorporated under laws of)

3. June 13, 2007  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 1, 2008

5. TNC (US) Holdings, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Frederick A. Steinmann

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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FILED  
08 OCT -9 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

From:

10/08/2008 05:25

#468 P.003/004

(((H08000232445 3)))

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

I hereby certify, that the Certificate of Incorporation of TNC (US) HOLDINGS, 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. I further certify the following:

A Certificate of Merger was filed on 12/29/1988.

A Certificate of Merger was filed on 12/30/1988.

A certificate changing name to VNU USA INC. was filed on 02/08/1996.

Certificate of Change was filed on 08/09/1999.

A Certificate of Amendment was filed on 02/08/2000.

A Biennial Statement was filed 03/13/2000.

A certificate changing name to VNU, INC. was filed on 06/14/2000.

A Certificate of Merger was filed on 12/22/2000.

A Biennial Statement was filed 04/12/2001.

A Biennial Statement was filed 05/08/2003.

A Certificate of Amendment was filed on 12/16/2003.

A Certificate of Amendment was filed on 07/13/2004.

A Biennial Statement was filed 06/13/2005.

A certificate changing name to THE NIELSEN COMPANY (US), INC. was filed on 01/23/2007.

A Biennial Statement was filed 05/25/2007.

A Certificate of Merger was filed on 11/29/2007.

A Certificate of Amendment was filed on 12/21/2007.

A certificate changing name to TNC (US) HOLDINGS, INC. was filed on 10/01/2008.

I further certify, that no other documents have been filed by such Corporation.

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From:

10/08/2008 05:25

#468 P.004/004

((H08000232445 3)))

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 07th day of October  
two thousand and eight.*



Daniel Shapiro  
Special Deputy Secretary of State

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