



Prentice Hall Legal & Financial Services

ATTN: _____ (904) 222-7095

121 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

1500001104

CORPORATION(S) NAME

CHARTER NUMBER

<u>The NPD Group, Inc.</u>	

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mtr. Veh. _____ | <input type="checkbox"/> UCC/Filing 3 _____ |

SEARCHED 14240329
 INDEXED 03208795-01002--013
 ****12.50 ****122.50

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy _____ | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

SEARCHED 14240329
 INDEXED 03208795-01002--013
 ****12.50 ****122.50
 3-8-12
 mtm

() Walk In () Call If Problem () Will Wait () Pick up 3-8-12:00
 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: MC BY: Mike M.
 BRANCH RECEIVING: FZ BY: Candice
 REF/JOB 1024-95-7350

CLIENT MATTER # _____
 SAME DAY 24 HR ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: MAIL FAX FED EXP.
 FILED:
 SENT TO: BRANCH CLIENT _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

SPECIAL INSTRUCTIONS: _____

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 NPD Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/28/66 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 900 West Shore Road
Port Washington, NY 11050
(Current mailing address)

8. To maintain and operate a market research business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 110 North Magnolia Street
Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.
By: Marcia A. Haines, Asst. Secy
(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.

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

A. DIRECTORS

Chairman: Ted Johnson

Address: 900 West Shore Road
Port Washington, NY 11050

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Rupert Walters

Address: 900 West Shore Road
Port Washington, NY 11050

Vice President: Lanny Catz

Address: 900 West Shore Road
Port Washington, NY 11050


Secretary: Nat Cardillo

Address: 900 West Shore Road
Port Washington, NY 11050

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LANNY CATZ - VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

GENERAL INVESTMENT

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of THE NPD GROUP, INC. was filed on 09/28/1966, under the name of NATIONAL PURCHASE DIARY PANEL INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NATIONAL PURCHASE DIARY PANEL INC., changing name to NPD RESEARCH INC., was filed 10/17/1975.

A Certificate of Amendment NPD RESEARCH INC., changing name to THE NPD GROUP, INC., was filed 12/15/1988.

...

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of March
one thousand nine hundred and
ninety-five*

Alexander F. Trenchwell

Secretary of State

199503020151

SECRET
-9
MCH 87