



95000002069

April 17, 1995

To: Qualification Tax lien Section
Division of Corporations

700001464257
-04/25/95--01086--011
*****70.00 *****70.00

Braun Media Services, Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", Certificate of Existence, and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kyle P. Didier
Braun Media Services, Inc.
3800 Annapolis Lane North
Plymouth MN 55447

Should you need to call someone concerning this matter, please call: Kyle P. Didier (612) 551-3126.

9/4/28
95 APR 28 AM 11:03
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Braun Media Services, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Colorado
(State or country under the law of which it is incorporated)

3. June 4, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. 41-1670847
(Federal Employer Identification number, if applicable)

6. April 15, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3800 Annapolis Lane North Plymouth MN 55447
(Current mailing address)

8. Software Duplication and Assembly
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See Attached Listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
95 APR 20 AM 11:03

9. Officers:

President: See Attached Listing

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
95 APR 28 AM 11:03

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation Systems

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

Zip Code

11. 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: _____

Susan J. Wanner
(Officer)
Susan J. Wanner Ast. Sec.

(Typed Name and Title of Officer)

12. 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.

13. Thomas M. Neitzke
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Thomas M. Neitzke CFO

(Name and capacity of person signing application)



Corporate Officers

<u>OFFICER</u>	<u>SSN</u>	<u>TITLE</u>
Donald E. Martella	523-60-5786	President
Thomas J. Hansing	312-48-0139	Vice President of Materials
Dennis B. Lytle	194-30-1124	Vice President of Quality
Dan Scully	521-84-8054	Vice President of Manufacturing
Thomas M. Neitzke	469-82-5773	Vice President of Finance/CFO
Emmett M. Day	477-70-2793	Vice President of Sales & Marketing

Officer's Business Address:

Braun Media Services, Inc.
3800 Annapolis Lane, Suite 165
Plymouth, MN 55447-5441

Board of Directors

<u>OFFICER</u>	<u>TITLE</u>
Jesse I. Aweida	Chairman
Dan J. Aweida	Director
Donald E. Martella	Director

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DIVISION OF CORPORATIONS
95 APR 28 AM 11:03



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 28 AM 11:03

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

BRAUN MEDIA SERVICES, INC.
(COLORADO CORPORATION)

file # 901063137 was filed in this office on JUNE 04, 1990, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: MARCH 13, 1995

Victoria Buckley

SECRETARY OF STATE

CT CORPORATION SYSTEM

F9500000 2069

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel 612 333 4315
Fax 612 333 2524

April 25, 1996

Secretary of State
Corporate Records Bureau
Divisions of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

Re: Benchmark Media Services, Inc.
Order #: 527794

FILED
96 MAY -6 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

As requested by counsel, we enclose for filing Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

Michele

Michele Rohrbaugh
Customer Specialist

MWO

Enclosure(s)

500001811555
-05/07/96--01119--001
*****35.00 *****35.00

NC
PSS
5/13

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

FILED
96 MAY - 6 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

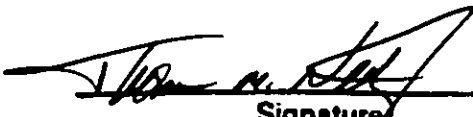
SECTION I (1-3 must be completed)

1. Benchmark Media Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Colorado
3. Date authorized to do business in Florida: April 22, 1995

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?
3/4/96
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
Benchmark Media Services, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.

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

 VP & CEO 4/23/96
Signature Date
Name and Title



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON MARCH 4,
1996 CHANGING THE CORPORATE NAME OF

BRAUN MEDIA SERVICES, INC.
(COLORADO CORPORATION)

TO

BENCHMARK MEDIA SERVICES, INC.

Dated: APRIL 19, 1996

Victoria Buckley

SECRETARY OF STATE