F96000003405

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: The Army Distaff Foundation, Inc.
(Name of Corporation)

600001884836
-07/05/96--01004--003
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign **Not for Profit** Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 AM 10:44

LL
7/5

Please return all correspondence concerning this matter to the following:

MG Calvert P. Benedict
(Name of Person)

The Army Distaff Foundation, Inc.
(Firm/Company)

6200 Oregon Avenue, N.W.
(Address)

Washington, D.C. 20015
(City, State and Zip Code)

For further information concerning this matter, please call:

MG Calvert P. Benedict at (202) 541 - 0105
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. The Army Distaff Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Washington, D.C.
(State or country under the law of which it is incorporated)

3. 53-0246852
(FEI number, if applicable)

4. December 17, 1959
(Date of Incorporation)

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

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DIVISION OF CORPORATIONS
96 JUL -3 AM 10:44

6. N/A
(Date corporation first conducted Affairs in Florida - *See sections 617.1501, 617.1502, and 817.155, F.S.*)

7. 6200 Oregon Avenue, N.W.
Washington, D.C. 20015-1543
(Current mailing address)

8. To sell three home sites
(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:**

Thomas W. Vredenburgh
(Name)

3256 Twin Ponds Road
(Office address)

Marianna, Florida 32448
(City) (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.

Thomas W Vredenburgh
(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: (Street address only- P. O. Box NOT acceptable)**

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ____________________

Address: ____________________

____

Vice Chairman: ____________________

Address: ____________________

____

Director: MG Calvert P. Benedict

Address: 6200 Oregon Avenue, N.W.

Washington, D. C. 20015

Director: ____________________

Address: ____________________

____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 AM 10:44

B.OFFICERS (Street address only- P. O. Box NOT acceptable)

President: LTG Nathaniel R. Thompson, Jr.

Address: 8900 Camden Street

Alexandria, VA 22308

Vice President: LTG Leonard P. Wishart III

Address: 10602 Donovan's Hill Drive

Fairfax Station, VA 22039

Secretary: Mrs. August M. Cianciolo

Address: 1602 Mason Hill Drive

Treasurer: Alexandria, VA 22307

Address: ____________________

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

13. Calvert P. Benedict

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

Calvert P. Benedict, Executive Director

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

MAY 1996

THE ARMY DISTAFF FOUNDATION, INC
BOARD MEMBERS

PRESIDENT
LTG N. R. Thompson, Jr., USA, Ret.
8900 Camden Street
Alexandria, VA 22308
H(703)360-1136 W(703)325-0383 1999

FIRST VICE PRESIDENT
LTG Leonard P. Wishart III, USA, Ret.
10602 Donovan's Hill Drive
Fairfax Station, VA 22039
H(703)425-2299 W(301)229-5800 1998

VICE PRESIDENT, FINANCE
BG Terrence L. Arndt, USA, Ret.
7852 Roundabout Way
Springfield, VA 22153
H(703)440-0948 W(703)205-3174 1999
FAX (703) 205-3347

SECRETARY
Mrs. August M. Cianciolo (Sheila)
1602 Mason Hill Drive
Alexandria, VA 22307
(703) 768-5977 1998

DIRECTOR EMERITUS
Mrs. Benjamin B. Talley (Virginia)
H.C. 67, Box 600
Anchor Point, AK 99556-9702
(907) 235-7473

COL Betty J. Antilla, USA, Ret.
9 Lazy Hollow Way
Gaithersburg, MD 20878
(301) 926-6857 1998

Mrs. Broacus Bailey, Jr. (Betsy)
2603 Faber Court
Falls Church, VA 22046
(703) 573-4836 1997

COL Robert C. Breckenridge USA, Ret.
1338 Grant Street
Herndon, VA 22070
(703) 318-9514 1999

COL Jerry M. Earll, M. D., USA, Ret.
8529 Brickyard Road
Potomac, MD 20854
H(301) 983-2272 W(202) 687-8168 1999

MAJ Joseph J. Francis, USA, Ret
Army & Air Force Mutual Aid Assn.
Fort Myer, Arlington, VA 22211
(703) 522-3060 1998

Mrs. Fred A. Gordon (Marcia)
Qtrs. 14, Ft. McNair
Washington, D. C. 20024
(202) 554-8311 1999

Mrs. Hal E. Hallgren (Margaret)
3521 Saylor Place
Alexandria, VA 22304
H(703) 751-7744 W(703) 823-6632
FAX (703) 751-4857 1998

Mrs. Barry R. McCaffrey (Jill)
506 Crown View Drive
Alexandria, VA 22314
H(703) 370-9674 1999

Mrs. Jack N. Merritt (Rosemary)
2785 S. Fort Scott Drive
Arlington, VA 22007
(703) 683-2912 1998

COL John T. Miller, USA, Ret.
9646 Shadow Oak Drive
Gaithersburg, MD 20879
H(301) 330-5838 W(301)428-4990 1999

Mrs. Lewis A. Mologne (Rose)
5450 Whitley Park Terrace
Bethesda, MD 20814
(301) 530-8709 1998

Mrs. Dennis J. Reimer (Mary Jo)
Qtrs 1, Fort Myer
Arlington, VA 22211 1998
(703) 696-3481

Mrs. Robert W. RisCassi (Virginia)
2337 S. Rolfe Street
Arlington, VA 22202
(703) 979-0157 1999

Mrs. Crosbie E. Saint (Virginia)
1116 N. Pitt Street
Alexandria, VA 22314
(703) 519-3680 1999

Mrs. Gordon R. Sullivan (Gay)
6334 Manchester Way
Alexandria, VA 22304-3533
(703) 370-2352 1998

LTC Doris L. Parker (Resident Representative 202-541-0476)

FOUNDATION OFFICE 202-541-0105
DEVELOPMENT OFFICE 202-541-0492
KNOLLWOOD 202-541-0400

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 10:

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division on the 17TH day of DECEMBER, 1959, Articles of Incorporation of:

ARMY DISTAFF FOUNDATION, INC.

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 AM 10:

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 25TH day of JUNE, 1996 .

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration

Patricia E. Grays
Acting Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

State of New York
Department of State

} ss:

I hereby certify, that the certificate of incorporation of BOZELL SAWYER MILLER GROUP INC. was filed on 09/23/1986, under the name of ROBINSON, LAKE & LERER, 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 ROBINSON, LAKE & LERER, INC., changing name to ROBINSON, LAKE, LERER & MONTGOMERY, INC., was filed 04/28/1988.

A Certificate of Amendment ROBINSON, LAKE, LERER & MONTGOMERY, INC., changing name to ROBINSON LERER SAWYER MILLER, INC. , was filed 11/08/1995.

A Certificate of Amendment ROBINSON LERER SAWYER MILLER, INC. , changing name to BOZELL SAWYER MILLER GROUP INC., was filed 06/18/1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 AM 11:35

STATE OF NEW YORK
DEPARTMENT OF STATE

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

Alexander F. Treadwell

Secretary of State

199607020359 55

F96000003406

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 1:08

300001938213 -07/03/96--01114--019 *****70.00 *****70.00

W96-14073

CORPORATION(S) NAME

Bozell Sawyer

(X) Profit
( ) NonProfit
( ) Limited Liability Co.
(X) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fictitious Name Filing

( ) Certified Copy
( ) Photo Copies
( ) CUS

( ) Call When Ready
(●) Walk In
( ) Mail Out
( ) Call if Problem
( ) Will Wait
( ) After 4:30
(●) Pick Up

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (1-89)

There was no Fictitious Name application attached. [illegible] 7.3.96

13

File 1st.

Please insert Doc # on Fict. Application before filing to [illegible]. Thank You,

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1996

C T CORPORATION SYSTEM

SUBJECT: BOZELL SAWYER MILLER GROUP INC.
Ref. Number: W96000014073

We have received your document for BOZELL SAWYER MILLER GROUP INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

To: Michael Mays
Document Specialist

Letter Number: 796A00032878

Walk in
Pick-up
7-5-96

For CT

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

A. DIRECTORS Please see attached

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS Please see attached

President: ______________________

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

14. William J. Marlow, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment

Directors & Officers of Bozell Sawyer Miller Group Inc.

12A. Directors

Chairman	Harris Diamond 75 Rockefeller Plaza New York, NY 10019
Vice Chairman	Edward J. Reilly 75 Rockefeller Plaza New York, NY 10019
Vice Chairman	Valentine J. Zammit 75 Rockefeller Plaza New York, NY 10019
Director	John Leslie 75 Rockefeller Plaza New York, NY 10019
Director	Charles D. Peebler, Jr. 75 Rockefeller Plaza New York, NY 10019

B. Officers

President	John Leslie 75 Rockefeller Plaza New York, NY 10019
Chief Executive Officer	Harris Diamond 75 Rockefeller Plaza New York, NY 10019
Chief Financial Officer	Ed Powers 75 Rockefeller Plaza New York, NY 10019
Vice President, Finance	Richard Newman 75 Rockefeller Plaza New York, NY 10019
Executive Vice President Secretary, Treasurer	Kenneth E. Gard 75 Rockefeller Plaza New York, NY 10019

Senior Vice President	Michael L. Schultz 75 Rockefeller Plaza New York, NY 10019
Assistant Secretary	William J. Marlow 345 Park Avenue New York, NY 10154

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. Bozell Sawyer Miller 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
(State or country under the law of which it is incorporated)

3. 22-2752668
(FEI number, if applicable)

4. September 23, 1986
(Date of incorporation)

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

6. July 8, 1996 (approximate)
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 75 Rockefeller Plaza
New York, NY 10019
(Current mailing address)

8. Public Relations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 1:04

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida, 33324
(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.

By: Connie Bryan
(Registered agent's signature)

Connie Bryan, Special Asst. Secretary

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.

F96000003406

ST Corp. System
Tallahassee, FL 32301

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FILED
96 JUL 18 AM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

Officer | Director
Affidavit

SB

7/19/96

FILED
96 JUL 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICER'S CERTIFICATE

The undersigned, William J. Marlow, Assistant Secretary of Bozell Sawyer Miller Group, Inc., a New York corporation (the "Corporation"), does hereby certify that the following persons have been duly elected to, duly qualified for, and hold on the date hereof, the offices set forth opposite their respective names below.

Directors

Chairman	Harris Diamond 75 Rockefeller Plaza New York, NY 10019
Vice Chairman	Edward J. Reilly 75 Rockefeller Plaza New York, NY 10019
Vice Chairman	Valentine J. Zammit 75 Rockefeller Plaza New York, NY 10019
Director	John Leslie 75 Rockefeller Plaza New York, NY 10019
Director	Charles D. Peebler, Jr. 75 Rockefeller Plaza New York, NY 10019
Director	Carter Eskew 75 Rockefeller Plaza New York, NY 10019
Director	Barbara Molotsky 625 N. Michigan Ave. Chicago, IL 60611
Director	Edward D. Powers 75 Rockefeller Plaza New York, NY 10019

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96 JUL 18 PM 3:03
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TALLAHASSEE, FLORIDA

Officers

President, Partner	John Leslie 75 Rockefeller Plaza New York, NY 10019
Chief Executive Officer Partner	Harris Diamond 75 Rockefeller Plaza New York, NY 10019
Chief Financial Officer	Edward Powers 75 Rockefeller Plaza New York, NY 10019
Vice President, Finance	Richard Newman 75 Rockefeller Plaza New York, NY 10019
Executive Vice President Secretary, Treasurer	Kenneth E. Gard 75 Rockefeller Plaza New York, NY 10019
Senior Vice President	Michael L. Schultz 75 Rockefeller Plaza New York, NY 10019
Assistant Secretary	William J. Marlow 345 Park Avenue New York, NY 10154
Partner	Edward J. Reilly 75 Rockefeller Plaza New York, NY 10019
Partner, Bozell/Eskew	Carter Eskew 75 Rockefeller Plaza New York, NY 10019
Partner, President/Chicago PR	Barbara Molotsky 625 N. Michigan Ave. Chicago, IL 60611
Partner/CEO, SAG	Milton Benjamin 1501 "M" Street Washington, D.C. 20005
Partner/President, SAG	Camille Haney 44 E. Mifflin Street Suite 303 Madison, WI 53703

President/Boston		Micho Spring 222 Berkeley Street Suite 1930 Boston, MA 02116
Executive Vice President/ PCM		Scott Dorman 75 Rockefeller Plaza New York, NY 10019

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 17th day of July, 1996.

William J. Marlow
Assistant Secretary

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On July 17, 1996 before me personally came William J. Marlow, to me known as the Assistant Secretary of Bozell Sawyer Miller Group Inc., who subscribed and swore to the truth of the foregoing certificate and executed the same before me.

LYLA OLSHAN
Notary Public, State of New York
No. 03-4930166
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires July 16, 199[illegible]

Notary Public

OLL32735.X05
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07/17/96 LRO:kt2