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F96000003719

CY CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000001902190
-07/23/96--01114--014
*****70.00 *****70.00

Nielsen Media Research, Inc.

907/23

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 12:50

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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7-23

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

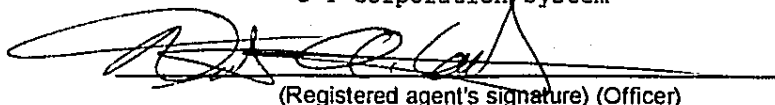
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Nielson Media Research, 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. Delaware
(State or country under the law of which it is incorporated)
3. 06-1458103
(FEI number, if applicable)
4. June 13, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 200 Nyalia Farms, Westport, Connecticut 06880
(Current mailing address)
8. To provide audience measurement services for broadcast and cable television and online electronic media.
(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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Dwight A. Coots, Assistant Secretary

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen J. Boatti

Address: 200 Nyala Farms

Westport, Connecticut 06880

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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.

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

14.

Stephen J. Boatti, President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Nielsen Media Research, Inc.**

1. Stephen J. Doatti, President
200 Nyala Farms
Westport, Connecticut 06880
2. Alan J. Klutch, Vice President & Treasurer
200 Nyala Farms
Westport, Connecticut 06880
3. Jared Finkelstein, Vice President & Secretary
200 Nyala Farms
Westport, Connecticut 06880

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

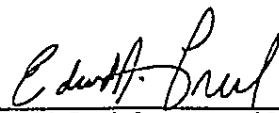
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NIELSEN MEDIA RESEARCH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 23 PM 12:51




Edward J. Freel, Secretary of State

2628855 8300

960212230

AUTHENTICATION:

8035376

DATE:

07-22-96

Document Number Only

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CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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96 OCT 14 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

Nielsen Media Research, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
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| <input type="checkbox"/> Mail Out | | |

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10-14

N. HENDRICKS OCT 11 4 1996

File 1st

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Nielsen Media Research, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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25 OCT 14 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Cognizant Corporation

(Mailing Address)

200 Nyala Farms, Westport, CT 06880

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Stephen J. Boatti
Signature

October 1, 1996

Date

STEPHEN J. BOATTI

Typed or printed name

President

Title