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100 NAYS ST
TALLAHASSEE FL 32301
904-222-0111
904-222-1111 FAX

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ACCOUNT NO. : 072100000032

REFERENCE : 095639 *Patricia 430 Page*

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : September 23, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 095639

CUSTOMER NO: 4304335

CUSTOMER: Ms. Teri Gomez
Kirkland & Ellis
Suite 5619a
200 East Randolph Drive
Chicago, IL 60601

900001956849

FOREIGN FILINGS

NAME: BRIGHTVIEW COMMUNICATIONS
GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 SEP 25 PM 2:15
 RECEIVED
 96 SEP 25 PM 1:16
 DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. BrightView Communications 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. Delaware 3. 36-4099296
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 15, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 30, 1996
(Date first transacted business in Florida. (See sections 807.1801, 807.1802, and 817.188, F.S.))
7. 227 West Monroe, Suite 4200
Chicago, IL 60606
(Current mailing address)
8. SEE EXHIBIT A ATTACHED
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays 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.

By: Michael Donnan Asst. Secretary
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Avy H. Stein

Address: Willis Stein & Partners, L.P.
227 West Monroe, Suite 4300, Chicago, IL 60606

Director: Daniel H. Blumenthal

Address: Willis Stein & Partners, L.P.
227 West Monroe, Suite 4300, Chicago, IL 60606

B. OFFICERS

President: Avy H. Stein

Address: Willis Stein & Partners, L.P.
227 West Monroe, Suite 4300, Chicago, IL 60606

Vice President: _____

Address: _____

Secretary: Daniel H. Blumenthal

Address: Willis Stein & Partners, L.P.
227 West Monroe, Suite 4300, Chicago, IL 60606

Treasurer: _____

Address: _____

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

13.

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

14.

Daniel H. Blumenthal, Secretary
(Typed or printed name and capacity of person signing application)

**EXHIBIT A
TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
BRIGHTVIEW COMMUNICATIONS GROUP, INC.**

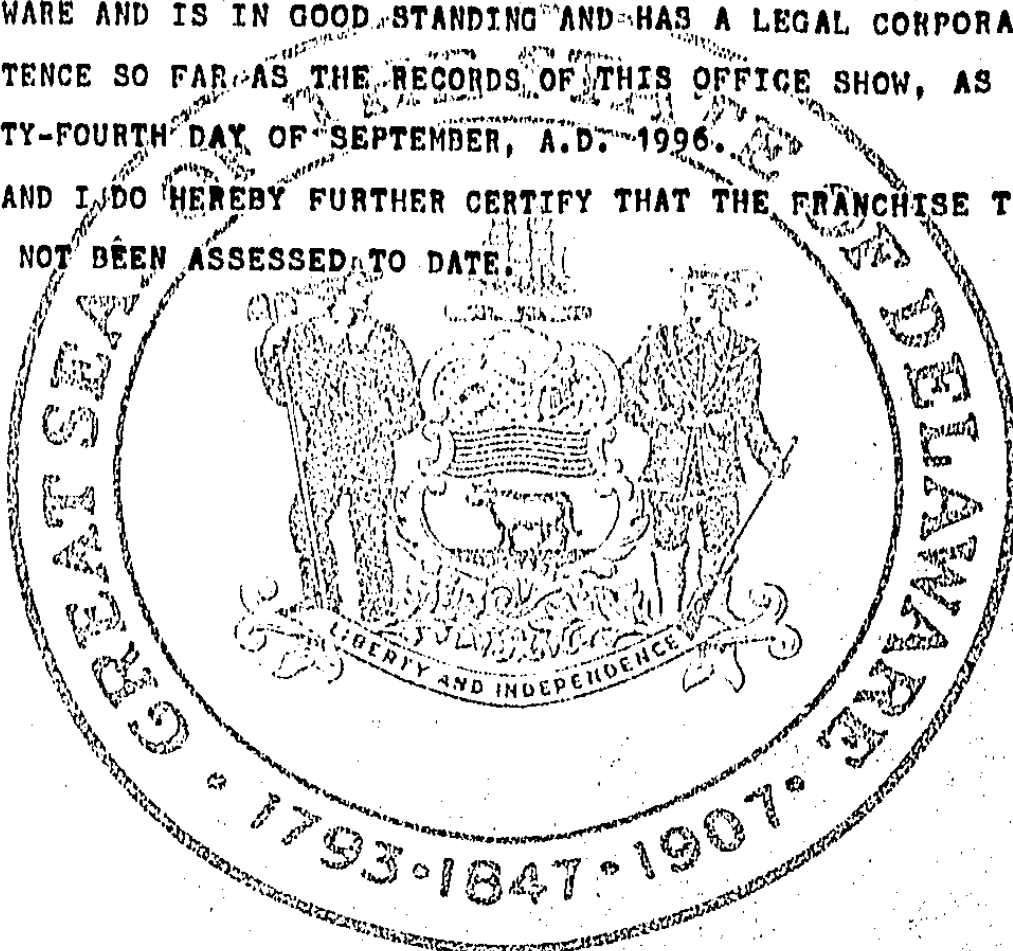
8. To engage in lawful act or activities for which corporations may be organized under the General Corporation Law of the State of Delaware as permitted under the laws of the State of Florida.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 2:15**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHTVIEW COMMUNICATIONS GROUP, 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-FOURTH DAY OF SEPTEMBER, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 2:15

Edward J. Freel

Edward J. Freel, Secretary of State

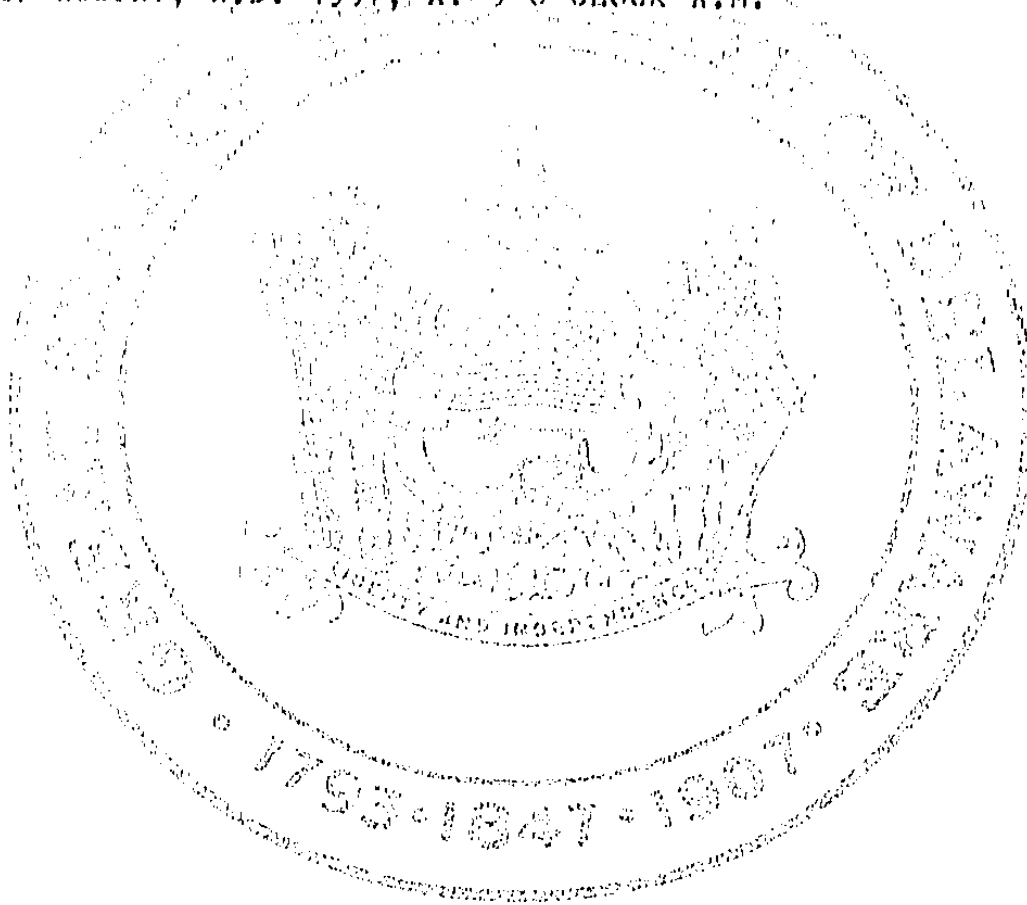


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960275839

AUTHENTICATION: 8115851
DATE: 09-24-96

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BRIGHTVIEW COMMUNICATIONS GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THE PETERSEN COMPANIES, INC.", THE SEVENTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2653578 8320

971272921

8607085

AUTHENTICATION:

DATE:

08-14-97